MARVEL MASTERWORKS
CAPTAIN AMERICA
VOLUME 13

CAPTAIN AMERICA Nos. 231-246
& MARVEL PREMIERE No. 49
ROGER MCKENZIE & SAL BUSCEMA

MARVEL MASTERWORKS

PRESENTS

VOLUME 13

COLLECTING

CAPTAIN AMERICA Nos. 231-246

& MARVEL PREMIERE No. 49

ROGER MCKENZIE • SAL BUSCEMA

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MARVEL MASTERWORKS
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NOS. 231-246 & MARVEL PREMIERE NO. 49

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MARVEL MASTERWORKS

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THE RISE AND FALL AND RISE OF MARVEL'S LIVING LEGEND OF WORLD WAR II (AND WHAT IT'S LIKE TO BE AN ASSISTANT EDITOR)

BY JIM SALICRUP

Before we get to the stories collected in this volume of *Marvel Masterworks: Captain America*, a bit of history…

On December 20, 1940, the premiere issue of *Captain America Comics* made its dramatic debut. The cover featured a new super hero socking the real-life leader of Nazi Germany. It may not seem as shocking today as it did back then, but I'm telling you, today's major comic book publishers aren't likely to feature their characters punching out any real-world heads of state. Joe Simon and Jack Kirby created a character that clearly knew right from wrong, and as far as they were concerned, Adolf Hitler was a greater evil than any super-villain they could've dreamed up, so they had Cap give it to him right in the kisser. America hadn't entered the war yet, but in the pages of *Captain America Comics*—it was on!

In 1941, after Simon and Kirby left Timely Comics, Stanley Lieber (using the name Stan Lee professionally) is made "interim" editor, a position he held for decades.

September 2, 1945, World War II is finally over when the Empire of Japan surrendered, almost four months after the end of the war in Europe.

November 1949, the final issue of *Captain America*, retitled *Captain America's Weird Tales* #75, is released. The sales of super hero comics were in serious decline after the war, and despite the book's title, Cap didn't even appear in the issue.

August 1953, Timely Comics (now known as Atlas) revives Cap in the pages of *Young Men* #24 with John Romita Sr. as artist. By January 1954, *Captain America* #76 is released with the tagline "Commie Smasher." Again, Cap confronts a real-life "menace" America is at war with. Unfortunately, the revival is over two issues later with #78. Also published in 1954 is a book by psychiatrist and author Dr. Fredric Wertham entitled *Seduction of the Innocent*, which argued that comics caused children to become delinquents. Years later, in David Anthony Kraft's *Comics Interview* magazine, Stan Lee told writer Darrel L. Boatz that Dr. Wertham "said things that impressed the public, and it was like shouting fire in a theater, but there was little scientific validity to it. And yet because he had the [title] 'doctor' people took what he said seriously, and it started a whole crusade against comics."

May 29, 1957, Jim Salicrup is born.

While Atlas survived the crusade against comics, other factors were causing problems for the company. In June 1957, the new distributor for Atlas went out of business forcing the company to turn to Independent News for distribution, the distributor who happened to be owned by Atlas' main competitor, National Periodicals (DC Comics). As part of the new distribution deal a limit was set on how many titles Atlas (soon to be rebranded as Marvel) could publish. Numerous titles were cancelled as a result, with many artists and writers then suddenly out of work.

January 1964, *The Avengers* #4 is published by Marvel Comics. "Captain America Lives Again!" is emblazoned in a big blurb on the cover of this new super hero team comic by Stan Lee and Jack Kirby. According to this issue Cap was frozen in the North Atlantic during WWII—which raises the question, who was that commie smasher in *Captain America* #76-78? Not long after his return in *The Avengers*, Captain America is given his own series again in *Tales of Suspense* #59. It seems fitting that after being shoved out of his original series to make room for "*Weird Tales*," Cap's new series is what shoves out the sci-fi stories that had previously filled out *Tales of Suspense*.

On January 2, 1968, *Tales of Suspense* was retitled *Captain America* with its 100th issue, which featured Stan Lee and Jack Kirby's partial retelling of Cap's origin. Also on January 2, 1968, 11-year-old Jim Salicrup bought *Captain America* #100 at a candy store on the corner of St. Lawrence and Westchester Avenues in the Bronx.

In 1972, 15-year-old Jim Salicrup is hired at Marvel Comics as an office assistant.

Production Manager John Verpoorten asked office assistant Jim Salicrup, who aspired to possibly be a comic book artist, to add "spot blacks" (ink in areas intended to be solid black) on Sal Buscema's pencil layouts for *Captain America* #154, a story in which Steve Englehart and Sal explore who exactly the Commie-smashing Captain America and Bucky really were. When John finishes inking the art, he asks Jim to erase any pencil lines that may still be showing in the artwork.

In *Spidey Super Stories* #17, cover-dated July 1976, Jim Salicrup wrote a special Bicentennial issue of the easy-to-read comic, guest-starring Captain America.

With *Captain America* #224, cover-dated August 1978, Jim Salicrup becomes Assistant Editor to Editor Roger Stern, under Editor-in-Chief Jim Shooter.

History lesson over. Now that you know how we got here, let's actually introduce the stories collected on the following pages…

We start with *Captain America* #231 "Aftermath!" This is the start of a six-issue story concerning a hate group calling themselves the National Force. Written by Roger McKenzie, it brings us a tale that's perfect for Captain America—fighting a very real social problem. Something Cap has never shied away from.

Our country is a lot like Captain America himself. (Or is it the other way around?) Erstwhile Editor-in-Chief Jim Shooter, when talking about Cap, would often point to a scene in *The Avengers* #4, where Cap is up against the far more powerful Sub-Mariner, and while being man-handled, he thinks, "He's stronger than me, but I'll find a way to out-maneuver him!" This is the very essence of Cap—he will not give up, he will find a way. And to give one example of that from this volume, check out page 76, panel 3, where trapped in a blazing inferno with Daredevil (whose title Roger McKenzie was also writing at the time), Cap says, "No **KOFF** we can't give up hope! **KAFF** If there's a way out **KOFF** we'll find it!"

Up next is a solo Falcon story that features him fighting the good fight up against another fascist villain—the Silencer. It's written by the prolific Mark Evanier, the man who's written countless comic books and TV shows, as well as suggesting to Stan Lee the Ranks of Marveldom (F.F.F.—Fearless Front-Facer, etc.) and notching time as one of Jack Kirby's assistants.

Captain America #237 "From the Ashes," plotted by Chris Claremont and scripted by McKenzie, with art by Sal Buscema and Don Perlin, moves Captain America A.K.A. Steve Rogers out of his Yorkville apartment in upper Manhattan to a new apartment in Brooklyn, long before it was cool to live in Brooklyn, and where his new landlady is revealed to be a Holocaust survivor. This issue

and *Captain America* #245 "The Calypso Connection," written by McKenzie, with art by Carmine Infantino and Joe Rubinstein, were collected a few years ago in *We Spoke Out: Comic Books and the Holocaust*. This collection, published by IDW and edited by Neal Adams, Rafael Medoff and Craig Yoe, included classic stories by some of the finest writers and artists in comics. It also featured an introduction (and an afterword!) by Stan Lee. I can't resist running a couple of his lines here: "I take great pride in the role comics creators played in introducing teens to this topic. Because educating young people about the Holocaust is crucial to ensuring that such an indescribable atrocity will never be repeated."

Captain America #238-239 offer a completely different adventure, written by Peter Gillis and illustrated by Fred Kida and Don Perlin. Kida was a regular artist for Marvel in the company's Atlas days and is responsible for drawing some of my favorite stories by Stan Lee in the Spider-Man syndicated comic strip.

Captain America #240 brings Cap back to Brooklyn in a rare collaboration by the brothers Kupperberg, Alan and Paul. Issue #241 continues the Outer Borough trend with "Fear Grows in Brooklyn," by Mike W. Barr, Frank Springer and Pablo Marcos. It boasts one of the Punisher's early appearances, and you can imagine how well he gets along with Captain America. Steve Rogers also gets a surprising new job in this issue working for Non-Parallel Publications. This is quite an in-joke, as one of the many corporate names Marvel's original owner and publisher Martin Goodman used was Non-Pareil Publishing Corporation, a deep cut for hardcore fans that read the tiny legal statements back in the day. (Also, DC Comics' corporate name for many years was National Periodical Publications. NPP…get it?) Issue #242 is a wild tale by Steven Grant, Don Perlin and Joe Sinnott with a new villain, the Manipulator.

Roger McKenzie returns to write a new two-part tale that began in *Captain America* #243, "The Lazarus Conspiracy," penciled by Rich Buckler (channeling Jack Kirby) and inked by Perlin. This was also Roger Stern's last issue as editor, as he decided to become a full-time freelance writer. Issue #244, "The Way of All Flesh," is where I took over as editor, with art for the second part of the story by Perlin, this time penciling, with inks by Tom Sutton.

We've already discussed *Captain America* #245, so that brings us to our final tale, issue #246's "The Sins of the Fathers," a sequel of sorts to Stan Lee and Steve Ditko's last *Amazing Spider-Man* story, "Just a Guy Named Joe," by Peter B. Gillis, Jerry Bingham and Al Gordon.

For the majority of these stories, I was fortunate to have a ringside seat as Assistant Editor to watch the incredibly hard-working Roger Stern in action. Roger certainly had his hands full editing over a dozen monthly titles, so he graciously let me design covers, working with Ed Hannigan. While I absolutely enjoy coming up with cover concepts, Ed (he later went on to be the head cover designer at DC) was the ultimate cover sketch artist with killer composition skills.

Generally, my editorial policy is to have the same artist who drew the interiors draw the cover. As a fan, nothing was more disappointing than buying a comic with an incredible cover, and then discovering the art on the inside of the comic was disappointing. Unfortunately, regular *Cap* artist Sal Buscema was too busy doing breakdowns for so many Marvel comics a month that he simply had no time for covers. I did try to at least have the same cover artists, but even that wasn't always possible, as people simply wouldn't always have time in their schedules, especially if they were working on a monthly title of their own. Instead, we had to "settle" for some of the biggest names in comics to do the covers…

For the covers of *Cap* #231-233 we were able to have Keith Pollard pencil and Al Milgrom ink. Al was our secret weapon in that he was also a full-time Marvel editor. In those days before scans of artwork could be instantly emailed to artists, or even before FedEx, we could save time by simply walking a cover down the hall to Al, saving the time it would've taken to mail it to an inker. For *Cap* #234, we had plenty of time and were able to get the legendary Joe Sinnott to ink Pollard's cover. Ed must've enjoyed his sketch for the cover of *Cap* #235, so much so that he asked to pencil the cover himself, and I agreed. My ol' high school buddy Joe Rubinstein did a great job on the inks.

John Byrne, who was one of the hottest artists at the time because of his work on *The X-Men*, which Roger and I also edited, did a pair of covers, *Cap* #238 (inked by Milgrom) and #239 (inked by *X-Men* inker Terry Austin).

Cap #240 featured a cover by my soon-to-be-Assistant-Editor Bob Budiansky—a very talented guy who can write, draw, edit and probably a lot more—and Bob Wiacek.

Cap #242's cover was penciled by Al Milgrom and inked by Klaus Janson. *Cap* #243 had a George Pérez cover (inked by Joe Sinnott), while *Cap* #246's cover is famous for having just about every then-current Bullpenner's name scrawled on that train car in graffiti.

This volume also boasts covers by a legendary artist who I got to observe when he first came to Marvel to meet with Editor-in-Chief Jim Shooter about getting work. Neal Adams sent him to Shooter. I was just one of the assistant editors back then, before there were editorial teams, and my desk was right outside Shooter's office, so I got to see comics history happen. The artist was Frank Miller, and, man, did I enjoy giving him covers! In this volume, he penciled the covers for *Marvel Premiere* #49 and *Cap* #241, #244-245, inked by Klaus Janson, Bob McLeod, Al Milgrom and Joe Rubinstein, respectively.

In my cover editing role, I also made a point to make sure Cap always had his cleft in his chin. Often, if artists left it out, I'd just draw it in myself. When I went on to edit the Spider-Man titles, I had to make sure Mary Jane Watson always had her cleft, plus dimples and arched eyebrows. Speaking of Spidey, no matter what I edited, sooner or later either Spider-Man or several of his cast of characters would pop up—that holds true with this collection as well.

When I became the editor of *Captain America*, I remembered that Stan had once confessed to me that Cap was one character he didn't think he had a solid handle on writing. It's probably because he didn't create Captain America. Unlike Stan's Marvel heroes, Cap's life as Steve Rogers wasn't as well developed. To me, Cap worked best just being Cap.

It's been a blast looking back at these stories that I had worked on so long ago. As a comics fan, I still can't believe I got to know and even become friends with such comics legends as Stan Lee, Jack Kirby, Joe Simon and so many more. I hope you enjoy reading these stories as much as we enjoyed working on them!

Jim Salicrup was a writer and editor at Marvel for twenty years. He's currently the editor-in-chief at Papercutz, the leading kids graphic novel publisher, which recently added the worldwide bestselling, critically acclaimed Asterix *series to its line.*

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IF AMERICA SHOULD DIE...

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

ROGER McKENZIE, *WRITER* • SAL BUSCEMA *and* DON PERLIN, *ARTISTS*
TOM ORZECHOWSKI, *letterer* • BOB SHAREN, *colorist* • ROGER STERN, *EDITOR* • JIM SHOOTER, *EDITOR-IN-CHIEF*

AFTERMATH!

NO, CAP, I'VE MADE UP MY *MIND*. IF THE FALCON'S GONNA *FLY*, HE'S GOTTA FLY *ALONE*... AT LEAST, FOR A WHILE.
WELL, SAM, IF THAT'S THE WAY YOU *WANT* IT... I GUESS THIS IS GOOD-*BYE*.
LG263

ONCE THIS UNDERGROUND COMPLEX, HIDDEN FAR BELOW THE GRIM WALLS OF **ALCATRAZ**, SERVED AS A SECRET OUTPOST OF THE CRIMINAL ORGANIZATION KNOWN AS THE **CORPORATION**. NOW, IT IS A MERE **BACKDROP** FOR A SCENE OF HEART-FELT **FAREWELL**...

I HOPE YOU *UNDERSTAND*, CAP. IT'S JUST THAT...

FORGET IT, SAM, YOU DON'T OWE ME ANY *EXPLANATION*-- NOT AFTER ALL THAT WE'VE BEEN THROUGH *TOGETHER*.

MAN-O-MAN! SAM WILSON... MY OWN *UNCLE*... IS THE FALCON! *UNREAL!*

OUR WORK HERE IS DONE, *ANYWAY*. THIS BRANCH OF THE CORPORATION IS ***CRIPPLED***... SHIELD CAN HANDLE THE ***MOPPING-UP OPERATION***.

THANKS, CAP. YOU KNOW THAT IF YOU NEED ME FOR *ANYTHING*, I'LL BE *THERE*.

I KNOW, SAM. AND *YOU* KNOW WHERE TO FIND *ME*. TAKE CARE.

C'MON, JIM. WE'VE GOT US A LOT TO *TALK* ABOUT.

FOR A FELLOW WHO WAS HELD PRISONER BY THE CORPORATION FOR OVER A *WEEK*, FALC HAS BOUNCED BACK JUST *FINE*... LIKE I *KNEW* HE WOULD.

THE *CORPORATION*! HOW MANY MORE LIVES WILL THEY *RUIN* BEFORE--?

GET UP!

COME ON, VAMP OR *TRAMP*... OR *WHATEVER* YOU CALL YOURSELF! I SAID *GET UP!*

*AT ONE TIME THIS COWERING, NEAR-MINDLESS WOMAN WAS A SHIELD **SUPER-AGENT.***

*BUT SHE WAS ALSO AN EMPLOYEE OF THE **CORPORATION**... A MONSTROUS EMPLOYEE CALLED THE **ANIMUS!***

*NOW SHE HAS **PAID** FOR HER TREACHERY, AND THE PRICE WAS HER VERY **SANITY!** **

**SEE HULK #232. -- R.*

IF YOU THINK I'M GONNA TAKE IT *EASY* ON YOU, LADY, YOU'RE SADLY *MISTAKEN!*

YOU'RE NOTHING BUT A LOUSY, ROTTEN *TRAITOR!* I OUGHTTA... *HUH?*

WHAT YOU '*OUGHTTA*' DO, MISTER, IS *CALM DOWN*. THE FIGHTING'S OVER FOR TODAY. *WHATEVER* HER CRIMES, THE VAMP DESERVES YOUR *PITY*, NOT ABUSE.

WHAT SHE NEEDS IS A *FIRING SQUAD!* NOW EITHER YOU MIND YOUR OWN BUSINESS OR ELSE--!

OR ELSE *WHAT?* *YOU'LL* STOP ME? I *DOUBT* IT.

WHY, YOU SELF-RIGHTEOUS--

OWW!

SPANG!

NEVER LEAD WITH YOUR *LEFT*, SONNY... USE IT TO SET UP YOUR *RIGHT*. DON'T THEY TEACH THAT IN FURY'S *SPY-SCHOOL* ANY MORE?

M-MY HAND.

ALL RIGHT, HOLD IT RIGHT *THERE*, AVENGER.

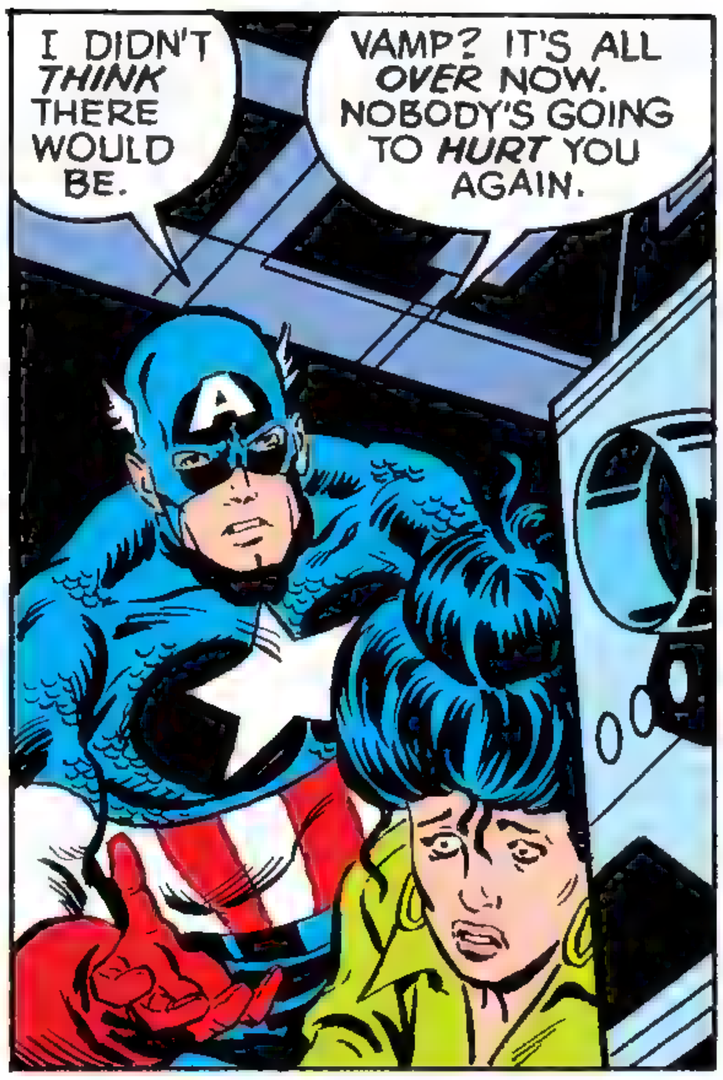
IF YOU'RE INTERFERING WITH SHIELD *PROCEDURE*, WE'RE AUTHORIZED TO--

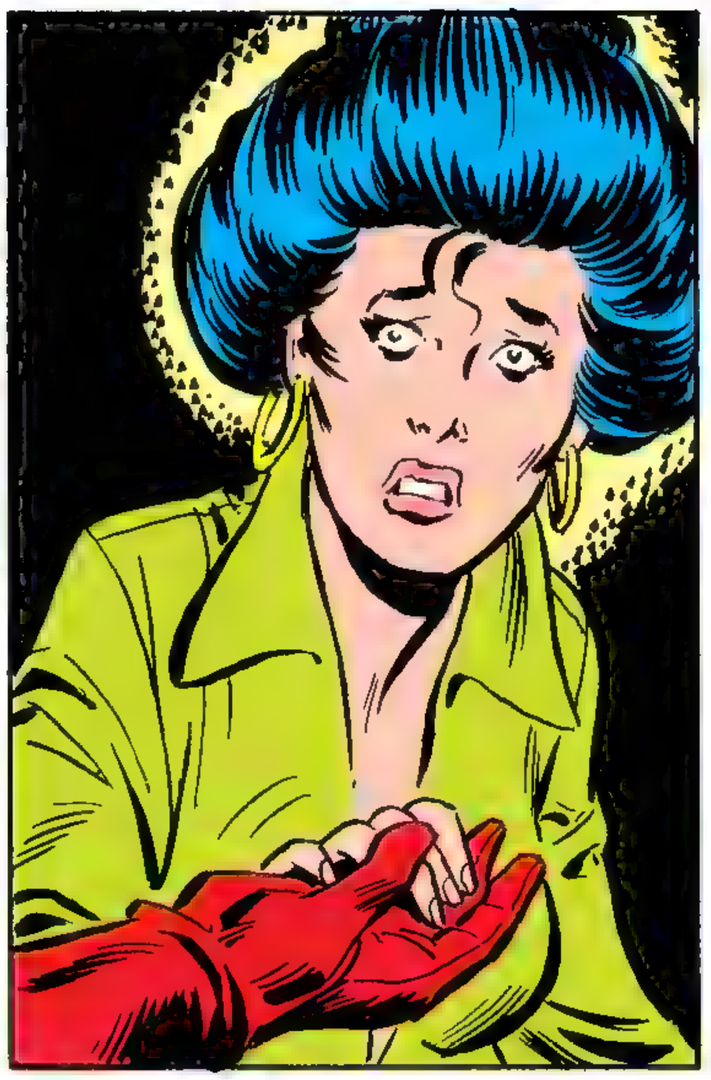
I'D ADVISE YOU TO PUT THOSE *POP-GUNS* AWAY, IF YOU DON'T WANT MORE TROUBLE THAN YOU CAN *HANDLE*.

WE'RE *SUPPOSED* TO BE ON THE SAME SIDE, *REMEMBER*?

NOW, I'VE ALREADY BEEN OFFERED TRANSPORTATION TO NEW YORK BY *AGENT SITWELL*. I INTEND TO TAKE THE VAMP BACK *WITH* ME.

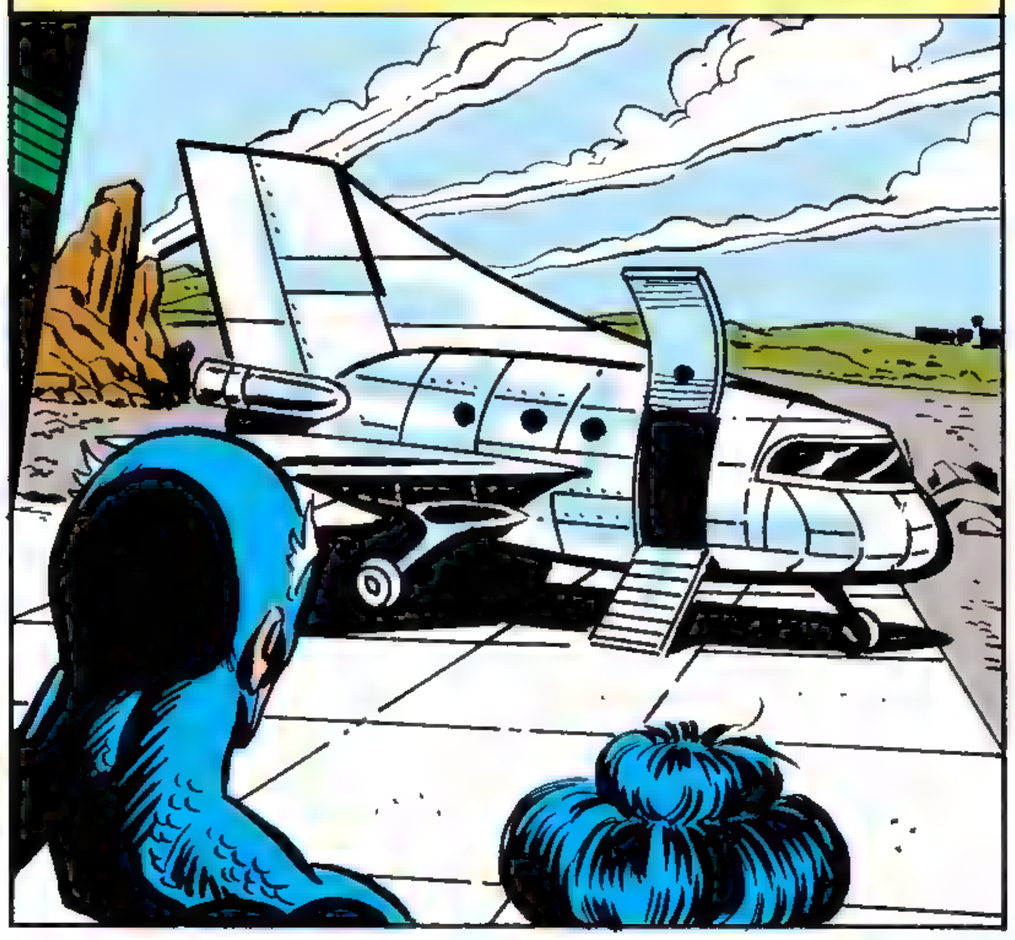
ANY *OBJECTIONS*?





WHETHER THE TREMBLING SHELL OF A WOMAN ACTUALLY UNDERSTANDS CAP'S SOFTLY SPOKEN WORDS, OR MERELY SENSES HIS CONCERN ON SOME DEEPER, PRIMAL LEVEL, SHE NEVERTHELESS CLIMBS SLOWLY TO HER FEET...

--AND UP A WINDING STONE PATHWAY TO A WAITING SHIELD SUB-ORBITAL VTOL SHUTTLE.



BUT EVEN AS THE SHIELD TRANSPORT ROARS FORWARD HEADING EAST INTO THE GATHERING DARKNESS...

...CAP'S THOUGHTS RUSH BACKWARD... BACK TO THE BEGINNING OF HIS QUEST FOR THE THEN-MISSING FALCON.

IT WAS A QUEST THAT BEGAN IN SHIELD'S OLD MID-MANHATTAN HEADQUARTERS...

THERE, INSTEAD OF FINDING ANSWERS TO SAM WILSON'S STRANGE DISAPPEARANCE--

--CAP FOUND THE UNDERGROUND COMPLEX HAD BEEN ABANDONED BY ALL SAVE ONE LONE ASSASSIN... THE CONSTRICTOR!

THE CONSTRICTOR FAILED IN HIS ATTEMPT TO KILL THE AVENGER... MERE SECONDS BEFORE THE INSTALLATION WAS LEVELED FOR SECURITY REASONS.

MIRACULOUSLY, BOTH MEN SURVIVED.

FROM THERE, THE TRAIL LED TO LOS ANGELES--

--AND A CONFRONTATION WITH THE SHIELD SUPER-AGENTS, WHO THE FALCON HAD BEEN TRAINING BEFORE HE DISAPPEARED.

A CALCULATED BLUFF ON CAP'S PART SUCCEEDED IN FLUSHING OUT ONE TRAITOR -- THE BLUE STREAK -- AND UNCOVERING THE SECRET OF THE FALCON'S IMPRISONMENT*...

*CAP #229.--R.

... IN THE CORPORATION'S ALCATRAZ HIDEAWAY!

SURROUNDED BY HIS ENEMIES, CAP FOUGHT ON DESPERATELY TO SAVE HIMSELF AND HIS FRIENDS. * THAT DEADLY SHOW-DOWN MIGHT HAVE ENDED DIFFERENTLY--

*CAP #230 AND HULK #232.--R.

--HAD IT NOT BEEN FOR THE UNEXPECTED INTERVENTION OF THE INCREDIBLE HULK!

OBSTINATE CREATURE! NOW ANIMUS HAS NO CHOICE BUT TO MAKE YOU DI--

SHUT UP!

--eh? NO! M-MY CLUB! DON'T--!

HULK SAID SHUT UP!

BUT ANIMUS' WAR-CLUB WAS ALSO HIS POWER SOURCE! WHEN THE HULK SHATTERED IT, ANIMUS REVERTED TO HIS... HER TRUE FORM...

... AND THE VAMP'S MIND WAS SHATTERED AS WELL!

IT'S STILL HARD TO BELIEVE THAT THE ANIMUS WAS HER PSYCHE-PHYSICAL ALTER EGO, BUT--eh?

HEADS UP, CAP--

-- THE BIG APPLE'S DEAD *AHEAD* AND CLOSING FAST!

*AT NEAR SUPER-SONIC SPEED, THE SHUTTLE DIVES DOWN INTO THE GLASS AND CONCRETE **CANYONS OF NEW YORK**--*

*--SPECIAL BAFFLES MUTING THE ROAR OF THE JETS TO A MERE **WHISPER**!*

*BANKING SHARPLY, THE TINY CRAFT RIPS INTO A CERTAIN DARK **ALLEYWAY** LONG CLOSED TO PUBLIC USE...*

MEN AT WORK

*... AND HURLS HEADLONG INTO A GRAFITTI-SMEARED **BRICK WALL**... AND CERTAIN **DEATH**!*

JOHNNY LEE W. "65" LEILA- LED ZEP #ONE SHELBY

*BUT, INSTEAD OF BONE-CRUSHING **IMPACT**, THERE IS ONLY THE GENTLE TUG OF **RETRO-ROCKETS** AS THE SHUTTLE PASSES **HARMLESSLY** THROUGH --*

--A HOLOGRAPHIC PROJECTION--

*--MASKING THE ENTRANCE TO SHIELD'S **NEW** MANHATTAN HEAD-QUARTERS!*

LANDING CONTROL TO *MOONBEAM VII*. I HAVE YOUR SYSTEMS ON *COMP-TROL*. AM BEGINNING POST-FLIGHT *SHUTDOWN*.

INFORM SECURITY THAT THE SHUTTLE HAS LANDED ON DOCKING BAY *ALPHA!*

BRING UP THE *STRETCHER!* WE'VE GOT A *MEDIC ALERT* HERE!

CAREFUL WITH HER, SOLDIER!

DON'T *WORRY*, CAP. SHE'LL GET THE *BEST* MEDICAL CARE POSSIBLE!

WELL, IT DOESN'T LOOK LIKE I'M NEEDED HERE *NOW*.

MAYBE I SHOULD CHECK AND SEE IF *SHARON'S* ANYWHERE AROUND. GOD KNOWS WE'VE GOT PLENTY TO *TALK* ABOUT SINCE--!

YOU! CAPTAIN AMERICA!

YES?

I'M LIEUTENANT STANFORD, *INTERNAL SECURITY*. AND I WANT TO KNOW WHAT IN BLAZES YOU THINK YOU THINK YOU'RE *DOING* HERE!

YOU *WHAT*? LIEUTENANT, IF THIS IS SOME SORT OF *JOKE*--!

HARDLY, CAPTAIN. YOU'RE NOT A SHIELD OPERATIVE-- NOT *OFFICIALLY*-- AND THAT MAKES YOU A *SECURITY HAZARD* IN MY BOOK!

Oh, IT *DOES*, DOES IT?

WELL, YOU *LISTEN* TO ME, AND YOU LISTEN *GOOD*!

I'VE PULLED SHIELD'S BUTT OUT OF THE *FIRE* MORE TIMES THAN I CAN COUNT!

AND THE DAY *CAPTAIN AMERICA* BECOMES A '*SECURITY HAZARD*' IS THE DAY YOU-- *AND* SHIELD-- CAN *SHOVE* IT!

THAT SINKS IT!

I CAN UNDERSTAND THE NEED FOR SECURITY, BUT *THAT'S* RIDICULOUS! WELL, THE NEXT TIME THEY NEED ME, THEY CAN *WHISTLE!*

I'VE HAD *ENOUGH* OF ALL THE ESPIONAGE AND INTRIGUE!

BUT IF THE ANGRY AVENGER ONLY BOTHERED TO GLANCE DOWN INTO THE SHADOWY ALLEYWAY BELOW, HE MIGHT REALIZE...

*...THERE ARE **SOME** THINGS YOU JUST **CAN'T** ESCAPE!*

I'VE SPOTTED OUR TARGET, THE *SO-CALLED* CAPTAIN AMERICA!

"WILL CONTINUE TO MONITOR HIS *MOVEMENTS* UNTIL IT IS TIME TO STRIKE --

"-- IN THE NAME OF THE *BROTHERHOOD!*"

AND HERE WE ARE... *HOME SWEET HOME!*

TALK ABOUT YOUR *MIXED EMOTIONS!* IT'S GOOD TO BE BACK --

-- BUT LORD, WHAT A *MESS!*

THIS PLACE HAS BEEN A TOTAL *WRECK* EVER SINCE THE CORPORATION SENT THAT *VOLKSWAGON* CAREENING THROUGH HERE. * I JUST NEVER HAD THE TIME TO STRAIGHTEN THINGS UP.

*CAP #222. --R.

BUT THEN, THAT'S HOW IT'S *ALWAYS* BEEN! I RARELY SEEM TO HAVE ANY *SPARE TIME*--

--AND WHEN I *GET* A LITTLE TIME OFF, I DON'T KNOW WHAT TO *DO* WITH MYSELF!

WELL, THAT'S GOING TO *CHANGE*-- RIGHT HERE AND NOW!

FIRST, I'M GOING TO MAKE THIS PLACE *LIVEABLE*, AND THEN I'M GOING TO *LIVE* A LITTLE!

THERE... *THAT* DOES IT. HOPE MY CLEANING DIDN'T WAKE THE *NEIGHBORS*.

I'LL HAVE TO GIVE SOME SERIOUS THOUGHT TO HOW I'M GOING TO PAY THE *RENT* ON THIS PLACE, NOW THAT I'M ON THE OUTS WITH SHIELD.

I'D RATHER *NOT* ACCEPT ANOTHER HAND-OUT FROM THE *AVENGERS*, BUT...

Oh, I'LL THINK ABOUT THAT *LATER!* IT'S NEARLY *DAWN*, AND I FEEL LIKE I COULD SLEEP FOR A *WEEK!*

BUT...

TICK TOCK

TICK TOCK

PLIP

PLEP

WEEOOO

NO GO! I'VE GOT TOO MANY THINGS ON MY *MIND* TO SLEEP. THE ONLY WAY I'M GOING TO LICK THIS *INSOMNIA*--

VOO

-- IS TO *WALK* IT OFF. SO *MUCH* HAS HAPPENED IN THE LAST FEW WEEKS*--

*SEE RECENT ISSUES.--Rog.

-- THAT I NEED A LITTLE TIME TO SORT IT ALL *OUT*-- TO DECIDE WHERE I GO FROM *HERE*.

WAIT A MINUTE! "GO FROM *HERE*?"

THERE *IS* ONE PLACE I SHOULD GO *RIGHT AWAY*.

SOCIAL WELFARE OFFICE SAM WILSON

*MERE MINUTES LATER, A SERIES OF DARING ROOFTOP **LEAPS** BRING CAP TO THE EDGE OF **HARLEM**, AND...*

SAM'S OFFICE! THE *LEAST* I CAN DO IS KEEP AN EYE ON IT UNTIL HE *RETURNS*...

...*IF* HE RETURNS.

HMM. HE FORGOT TO STOP HIS *PAPER DELIVERY*.

MAYBE I OUGHT TO THUMB THROUGH A FEW COPIES... *CATCH UP* ON THINGS.

SOCIAL WELFARE OFFICE SAM WILSON

"LORD KNOWS WHAT'S BEEN *HAPPENING* WHILE I'VE BEEN OUT OF TOWN!"

BUGLE ...ALLY BECOMES RIOT

Eh? THAT *SILHOUETTE*! SOMEONE'S PROWLING AROUND IN SAM'S OFFICE!

SOCIAL WELFARE OFFICE

ALL RIGHT, HOLD IT RIGHT THERE--

--YOU?

PEGGY! PEGGY CARTER!

CAP! THANK GOD!

WHAT ARE *YOU* DOING HERE, *MADEMOISELLE?*

Oh, CAP, I WAS HOPING AGAINST *HOPE* THAT THE FALCON MIGHT TURN UP HERE! I THINK SHARON'S IN *DANGER*, AND WHEN I COULDN'T FIND YOU, I DIDN'T KNOW WHERE *ELSE* TO GO!

SHARON?! WHAT'S *WRONG*, PEG?

THAT'S JUST IT... I'M NOT REALLY *SURE*. AND I CAN'T GET ANY *STRAIGHT ANSWERS* FROM SHIELD.

NOT *SURPRISING*-- THEY'RE ON A BIT OF A *SECURITY KICK* LATELY.

DON'T I *KNOW* IT! BUT WHILE THEY'RE *CHOKING* ME WITH PROCEDURES--

--THERE'S A *WAR* BREWING OUT THERE IN THE STREETS THAT COULD BRING THIS COUNTRY TO ITS *KNEES!*

AND I'M AFRAID SHARON MAY BE A *PART* OF IT! HAVE YOU EVER HEARD OF THE *NATIONAL FORCE*, CAP?

"WELL, NEITHER HAD *SHIELD* UNTIL TWO NIGHTS AGO... AT A *RALLY* IN CENTRAL PARK."

--AND SO, MY FELLOW AMERICANS, I SAY TO YOU THAT WE MUST ACT NOW--AND ACT *SWIFTLY*-- TO MAKE OUR BELOVED COUNTRY *STRONG* ONCE MORE!

"THEIR PLATFORM IS *HATRED*, CAP--AND THEIR SPOKESMAN IS A MYSTERIOUS STRANGER WHO CALLS HIMSELF THE *GRAND DIRECTOR.*"

THE ONLY WAY TO INSURE AMERICA'S *STRENGTH* IS TO MAKE HER *PURE!*

BECAUSE A *WHITE* AMERICA IS A *STRONG* AMERICA!

NO! YOU'RE WRONG, YOU--!

WHY DON'TCHA TAKE OFF THAT MASK? LET US SEE WHAT A 'REAL' AMERICAN LOOKS LIKE!

EASY, FOLKS! STAY *BACK*, ALL OF YOU! WE DON'T LIKE THIS BUM EITHER, BUT THIS IS A *LEGAL* RALLY AND WE'RE SWORN TO PROTECT HIS RIGHT TO *FREE SPEECH!*

"*SHARON*-- AND AGENT *JANACEK*-- WERE IN THAT CROWD, CAP, ACTING AS SHIELD *LIASON* TO THE POLICE."

THINGS SEEM TO BE GETTING OUT OF *HAND*, SHARON!

YOU'RE RIGHT, KARL, WE'D BETTER CALL IN SOME *SUPPORT.*

"BUT BEFORE *EITHER* OF THEM COULD ACT..."

WHAT--? WHO *DARES?*

WE DARE, YOU STINKIN' BIGOT!

YOU WANT HATE--YOU GOT IT!

NO! GET *BACK!*

NO! I WILL NOT STAND IDLY BY AND SEE THIS GREAT NATION PLUNGED INTO DARKNESS!

THE TIME IS NOW! LIGHT THE PYRE!

IT IS DONE, GREAT DIRECTOR!

THEN LET THE CLEANSING FLAMES OF THE CROSS SIGNAL A NEW DAY-- A NEW BEGINNING-- FOR AMERICA!

WILLIAMS, CALL UP *REINFORCEMENTS!* WE WON'T BE ABLE TO *CONTAIN* THIS CROWD MUCH LONGER!

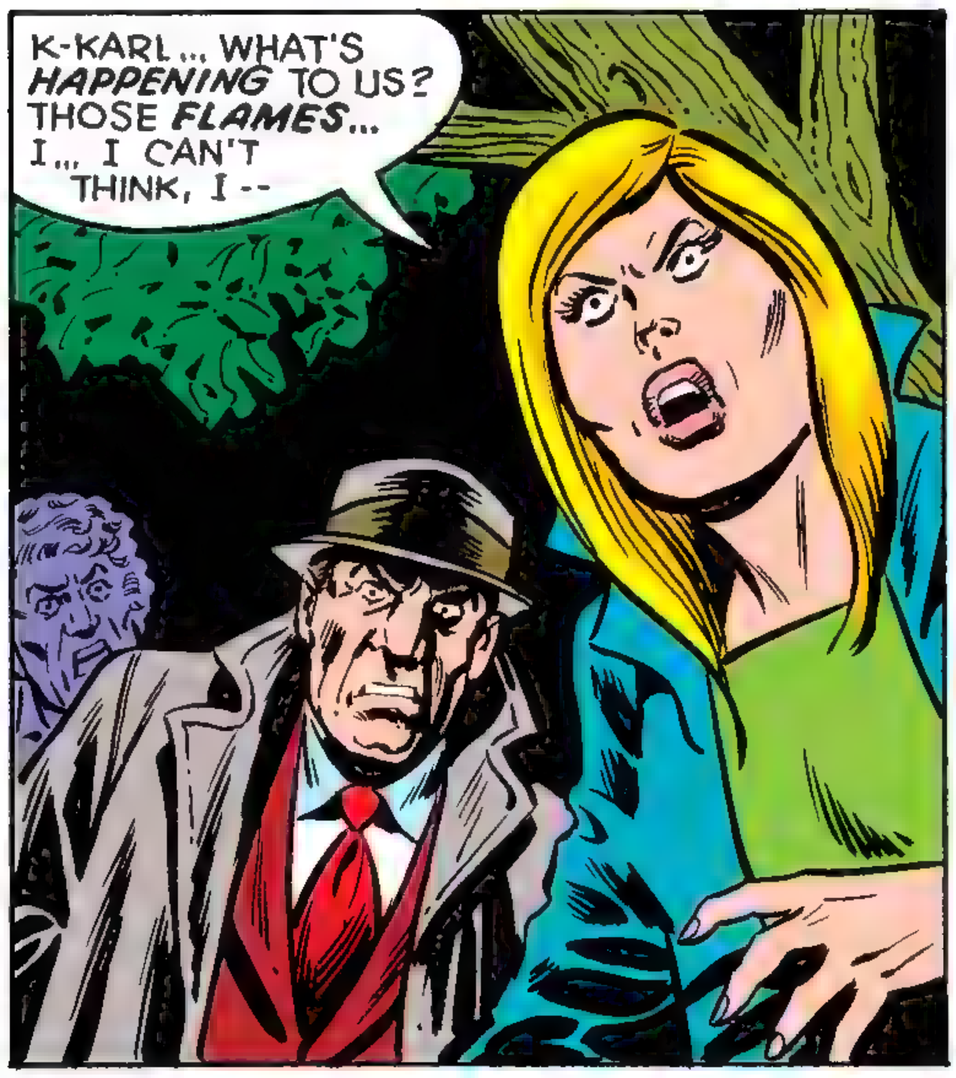
NO BLASTED RACIST IS GONNA BURN CROSSES WHILE I'M ALIVE!

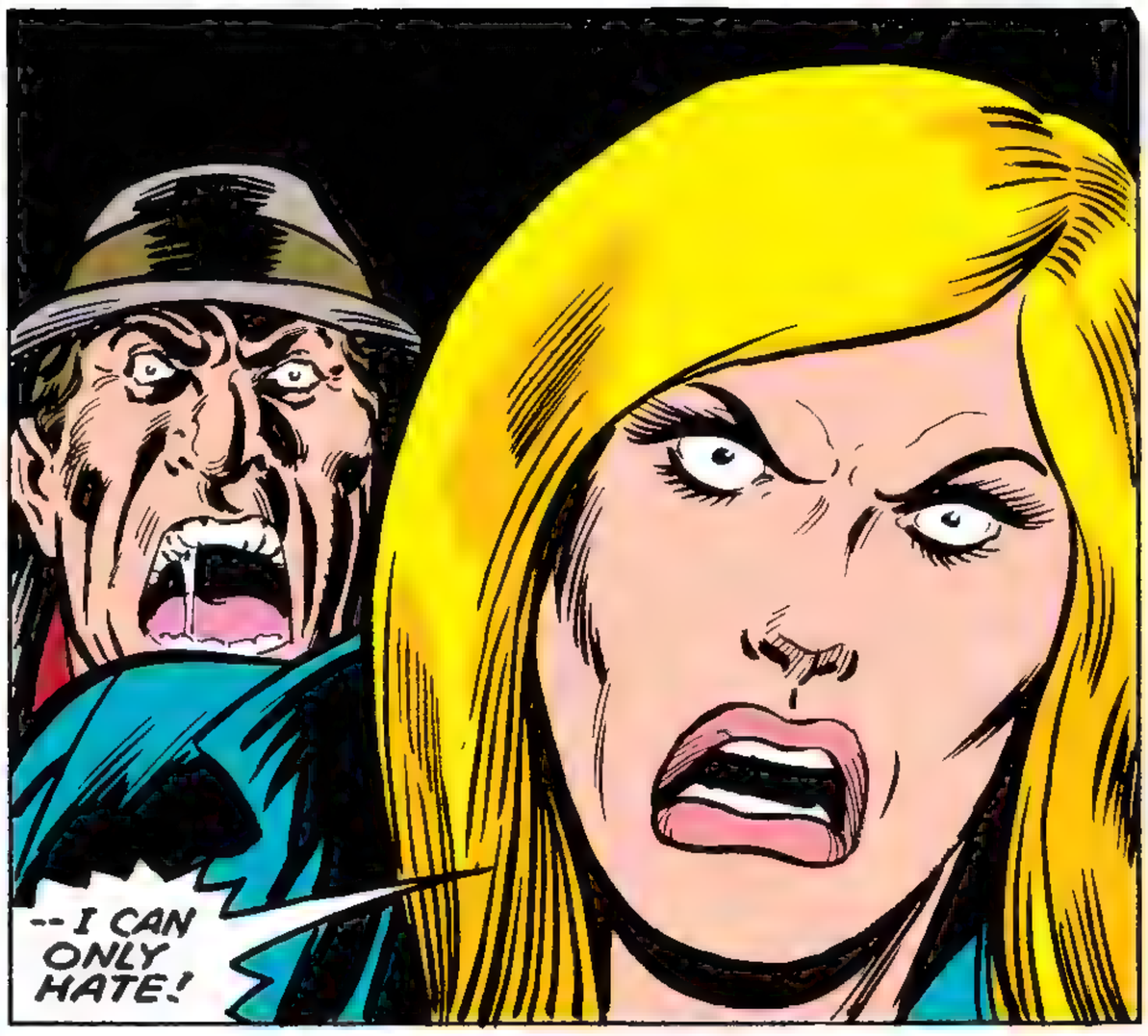
LOOK AT ME, ALL OF YOU! LISTEN TO MY WORDS! AMERICA MUST BE PURGED! WILL YOU HELP ME?

HELP? WHY, I'D RATHER... I... I...

YES!

H-HE'S *RIGHT!* HOW COULD WE BE SO... SO *BLIND?!*


K-KARL... WHAT'S HAPPENING TO US? THOSE FLAMES... I... I CAN'T THINK, I --


--I CAN ONLY HATE!

"AND THEN RIOT STARTED, CAP! FRIEND TURNED ON FRIEND. BROTHER FOUGHT BROTHER..."

"... AND ALL IN THE NAME OF AMERICA!"

BUT SURELY THE POLICE--
BY THE TIME RIOT SQUADS ARRIVED, THE DIRECTOR HAD FLED, TAKING SHARON AND THE OTHERS WITH HIM!
WE'VE GOT TO FIND HIM AND STOP HIM, CAP, BEFORE--!

NO, NOT *WE*, PEGGY... *ME!* THIS IS *MY* FIGHT. IT'S BEEN MY FIGHT SINCE THE DAYS OF *AUSCHWITZ* AND *TREBLINKA*.

BUT, CAP--!

NO, PEG. IF *SHARON'S* ENDANGERED, I WON'T RISK *YOUR* LIFE, TOO.

AFTER ALL THESE *YEARS*, HE'S *STILL* AS FORCEFUL AS EVER.

IS IT ANY WONDER I *LOVED* HIM?

BUT AS PEGGY CARTER SLIDES WEARILY BEHIND THE WHEEL OF HER CAR...

... A PAIR OF WHITE-GARBED VERMIN CREEP FROM THE NEARBY SHADOWS.

THAT WOMAN SPOKE WITH CAPTAIN AMERICA! SHE MAY KNOW *TOO MUCH!*

WE CAN'T TAKE ANY *CHANCES!*

"BY THE ORDER OF THE *GRAND DIRECTOR* HIMSELF--

WHAT--? THOSE MEN--!

--SHE MUST *DIE!*

BUH-WHAM

NEXT ISSUE **HOLOCAUST IN HARLEM!**

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SHE SAW THEM MOVE QUICKLY FROM THE SHADOWS OF A LITTER-FILLED **HARLEM** ALLEYWAY...**ASSASSINS** OF A RADICAL HATE GROUP KNOWN AS **THE NATIONAL FORCE!**

AND EVEN AS BLISTERING **LASER** FIRE FROM THEIR GLEAMING CHROMIUM AND STEEL RIFLES FOUND--AND RUPTURED--THE **GAS TANK** OF HER CAR, SHE WAS SCRAMBLING, INSTINCTIVELY, FOR **SAFETY!**

The FLAME and the FURY

BUT PEGGY CARTER **NEVER** HAD A CHANCE...

LG279

PEGGY?! NO!

I'VE GOT TO GET TO HER!

SHE WARNED ME ABOUT THE NATIONAL FORCE AND THEIR LEADER -- THE GRAND DIRECTOR!*

*LAST ISH--ROG.

SO HELP ME, IF ANYTHING'S HAPPENED TO HER, THERE'S NO PLACE ON EARTH HE CAN ESCAPE ME!

SPLANG!

BY THE DIRECTOR! IT ISN'T POSSIBLE! NOBODY CAN MOVE LIKE THAT!

YOU FOOL! DON'T JUST STAND THERE! WE'VE GOT TO STOP CAPTAIN AMERICA--

"--BEFORE HE REACHES THE WOMAN!"

FIRST SHARON DISAPPEARS WHILE INVESTIGATING THE NATIONAL FORCE FOR SHIELD--

--AND NOW-- NOW PEG...

...SHE WAS THROWN FREE OF THE WRECKAGE BY THE VERY FORCE OF THE BLAST... BUT SHE'S LYING SO VERY, VERY STILL...

NO, WAIT! SHE'S STILL *BREATHING!*

EASY, PEG, DON'T TRY TO *MOVE!*

C-CAP? SHIELD *COMMUNICATOR*... IN POCKET...=KOFF=... GET HELP...=KAFF=... *CODEWORD* IS... IS... *UNGHH!*

SHE IS LOST CONSCIOUSNESS ...GOING INTO *SHOCK!* IF SHE DOESN'T GET *MEDICAL ATTENTION* ...AND SOON...

THERE HE IS! GET HIM!

CAPTAIN AMERICA TO SHIELD--A-1 PRIORITY! AGENT IN *TROUBLE!* REPEAT: *AGENT IN TROUBLE!* PLEASE RESPOND!

BLAST! THAT *SHIELD* OF HIS IS EVERY-WHERE!

LISTEN TO ME, WE'VE GOT A *CRISIS* SITUATION HERE! DO YOU *COPY?*

IT'S NO USE! WITHOUT THE *CODEWORD*, THEY WON'T ANSWER! BUT I *CAN'T* GIVE UP NOW! PEG'S *DEPENDING* ON ME!

WHA--?! HIS SHIELD... HE HURLED IT SO FAST I BARELY *SAW* IT, BUT--

SKRAKK

IT'S *OVER* NOW! HE JUST THREW AWAY HIS ONLY *DEFENSE!* WITHOUT HIS *SHIELD*, HE'S--

--HELP --*LUNGHH!*

KA CHOCK

BUT CAPTAIN AMERICA IS NEVER HELPLESS! AND SO, SOMETWENTY MINUTES LATER, AFTER CONTACTING LOCAL AUTHORITIES...

HEY! IT'S CAP'N AMERICA! WHAT'S HE DOING HERE?

CAREFUL WITH HER, MISTER!

DON'T WORRY, CAP, SHE'LL BE JUST FINE!

I...HOPE YOU'RE RIGHT, SON.

WE...WERE VERY CLOSE ...A LONG TIME AGO.

HEY, CAP! WHAT DO YA WANT US TO DO WITH THESE BOZOS?

BOOK 'EM, SERGEANT! ATTEMPTED MURDER!

HEY, SARGE, WHAT IS THIS? WE DON'T WORK FOR THAT GLORY-HUNTING--

YOU WATCH YOUR MOUTH, SON!

WE'RE PAID TO UPHOLD THE LAW--AND FAR AS I'M CONCERNED, IF CAP SAYS BOOK 'EM, WE--

YOU'LL DO NOTHING OF THE SORT, PIG!

WE HAVE LIVED BY THE FLAME! AND, BY THE FLAME, SHALL WE BE FREE!

GET BACK!

"BY THE FLAME, SHALL OUR BELOVED AMERICA BE PURGED...UNTIL SHE IS STRONG ONCE MORRRRRREE.

GOOD LORD, CAP! THOSE GUYS, TH-THEY ...THEY JUST...

THEY WANTED TO BE *FREE*, SARGE. LOOKS LIKE THEY GOT THEIR *WISH*...

CAPTAIN AMERICA FALLS SILENT. HE HAS SEEN THE FLAMES BEFORE. IN WARSAW...IN BERLIN...

BUT THAT WAS A LIFETIME AGO. AND HE HAD DEFEATED THE HATE-MONGERS THEN...

...HAD WATCHED AS THEIR *DREAMS* OF CONQUEST WENT UP, QUITE LITERALLY IN SMOKE.

S-SARGE... I THINK I'M GONNA BE... SICK...

A LIFETIME AGO... AND YET, SOMETIMES, IT SEEMS LIKE ONLY *YESTERDAY*.

SOON...

♫...NOTHIN' BUT BLU-UE SKIES DO I SEE! BLUE DAYS, ALL OF 'EM GONE! NOTHIN' BUT...♫

THA-THUMP!

...BLUE SKIES...?

SORRY TO STARTLE YOU, FRIEND! YOU SEEM TO BE HEADED MY WAY...

TAXI

CAPTAIN AMERICA!

FOR YOU, PAL, ANYWHERE!

I APPRECIATE IT! I DON'T HAVE ANY *MONEY* ON ME, OR I'D...

NAW! FORGET IT!

BACK IN THE *BIG ONE*, YOU PULLED MY PLATOON OUT OF A SCRAPE WITH SOME PANZERS IN BRITTANY! I BEEN WAITIN' A LONG TIME TO REPAY YA!

MARVEL

STILL, I'M MUCH OBLIGED! TAKE BROADWAY DOWN-TOWN... IT'S FASTEST!

HUH?

SURE THING!

UH-OH! TRAFFIC JAM, CAP! THIS MAY TAKE A WHILE!

WHY DON'TCHA C'MON INSIDE, CAP? FOLKS'LL THINK YER RIDIN' ECONOMY CLASS OUT THERE!

CAP?

HOLEE!

NUTHIN' STOPS THAT GUY!

EL

MOMENTS LATER, OUTSIDE THE YORKVILLE APARTMENT LEASED TO ONE STEVE ROGERS...

I NEED INFORMATION ON THIS "GRAND DIRECTOR"!

WITHOUT SHIELD'S RESOURCES TO CALL UPON--

--I'LL HAVE TO GET IT BY MY OWN METHODS!

MY GOODNESS! WAS THAT REALLY--?

NO... IT COULDN'T BE! WHAT WOULD HE BE DOING HERE? LIVING LEGENDS DON'T STAY IN ORDINARY BROWNSTONES...

...DO THEY?

INSIDE... FROM WHAT I'VE SEEN OF THE DIRECTOR'S TERROR TACTICS, I SUSPECT THERE WOULD BE PRETTY GRIM REPRISALS AGAINST ANYONE WHO GAVE CAPTAIN AMERICA ANY LEADS!

BUT I MAY HAVE THE SOLUTION TO THAT PROBLEM HANGING RIGHT IN MY CLOSET!

LOST IN THOUGHT, THE MASKED MAN DOES NOT NOTICE THE ALMOST INAUDIBLE CREAK OF THE DOOR CRACKED OPEN BEHIND HIM!

NOR DO HIS INSTINCTS DETECT THE COLD SINISTER GAZE LEVELED AT HIS SINEWY BACK AS HE ENTERS HIS APARTMENT.

A HEARTBEAT LATER, BOTH DOORS CLOSE --ONE FIRMLY, THE OTHER WITH CAUTIOUS STEALTH...

...AND SILENCE IS THICK IN THE EMPTY HALLWAY.

GOT TO THINK THIS OUT THOROUGHLY! I CAN'T BE TOO CAREFUL WHO I TRUST... HOW I SEEK OUT INFORMATION!

THOSE "NATIONAL FORCE" THUGS WERE NONE TOO GENTLE WITH PEGGY! IF ***SHARON*** HAS FALLEN INTO THEIR HANDS--!

IT'S A CINCH THEY'LL USE HER AGAINST ME--THREATEN HER TO KEEP ME AT BAY IF THEY SUSPECT THAT I'M CLOSING IN ON THEM!

AFTER ALL, I'VE GOT TO ASSUME THEY KNOW ABOUT SHARON AND ME! WE HAVEN'T BEEN TOO SECRETIVE ABOUT OUR RELATIONSHIP!

FUNNY...***I'M*** NOT REALLY SURE WHERE THAT STANDS! IT'S BEEN A WHILE SINCE I'VE SEEN HER!

I ***TRY*** TO FEEL THE SAME WAY ABOUT SHARON AS I DID ABOUT PEGGY DECADES AGO, DURING THE WAR... BEFORE I GOT MYSELF FROZEN IN THAT BLOCK OF ICE--

--BUT DEEP DOWN INSIDE, I KNOW IT ISN'T THE SAME! ***NOTHING*** IS! THE WORLD HAS MOVED ON WITHOUT ME!

RIGHT AND WRONG AREN'T BLACK AND WHITE ANYMORE! EVERYTHING IS GREY AND HAZY!

ONLY OLD MEN CALL ME "HERO" TODAY! YOUNG FOLKS THING I'M A "GLORY HUNTER"!

IT DOESN'T MATTER, THOUGH--

--I'VE GOT TO BELIEVE IN MYSELF! I'VE GOT TO GO ON-- FOR SHARON... FOR PEG... FOR MY COUNTRY!

LET'S SEE... GLOVES AND MASK TUCKED IN BOOTS, BOOTS TUCKED UNDER THE SHIELD- STRAPS--

--AND THE WHOLE RIG SLUNG ON MY BACK! NOW I'M READY FOR--

--MY POLICE UNIFORM-- SPECIALLY TAILORED TO HELP CONCEAL MY SHIELD!

POLICE ROOKIE, STEVE ROGERS, CAN GO UN-NOTICED WHERE CAP WOULD CAUSE A FUSS!

ONE HOUR LATER, AT POLICE HEADQUARTERS...

IT'S BEEN MONTHS SINCE I USED THIS "SECRET IDENTITY"!*IT FEELS PRETTY GOOD! I HOPE IT GETS ME IN TO SEE THE COMMISSIONER WITHOUT ANYONE NOTICING ME!

*ISSUE #152, IN FACT--R.S.

WHAT--? ROGERS!

UH-OH!

HIYA, SARGE! LONG TIME NO SEE!

YOU'LL WISH IT WAS ***LONGER*** BEFORE I'M THROUGH WITH YOU! YOU'VE GOT A LOT OF NERVE SHOWING YOUR FACE IN MY PRECINCT AGAIN!

JUST PASSING THROUGH, SARGE!

YOU ***BET*** YOU ARE, MISTER! I DON'T TAKE KINDLY TO ROOKIES WHO JUST CASUALLY ***VANISH*** AND FOUL UP MY WHOLE DUTY ROSTER!

YOU'RE LUCKY YOU STILL HAVE YOUR JOB, ROGERS! I KNOW I'D HAVE HAD YOUR BADGE IF YOU'D BEEN ON PERMANENT ASSIGNMENT TO MY SQUAD!

BELIEVE IT OR NOT, I WISH YOU WERE BACK IN MY COMMAND! I'D ***ENJOY*** POUNDING SOME RESPECT INTO YOUR THICK SKULL!

STEVE ROGERS?

PD

HUH? OH, HIYA, COMMISSIONER! THE SARGE AND I WERE JUST RENEWING OUR ACQUAINTANCE!

FINE, FINE! OLD FRIENDS ARE THE BEST I ALWAYS SAY!

PD

I'M SURE THE SERGEANT WILL EXCUSE YOU FOR A FEW MOMENTS, LAD! I'D LIKE TO HAVE A CHAT WITH YOU MYSELF... IN MY OFFICE!

YES SIR, COMMISSIONER!

HMMPH! NOTHING BURNS ME MORE THAN BOOT-LICKING ROOKIES WITH BIGWIG BUDDIES! ONE OF THESE DAYS, ROGERS...

MOMENTS LATER...

I CAN'T EMPHASIZE THE DANGER ENOUGH, COMMISSIONER!

THIS "NATIONAL FORCE" ISN'T SOMETHING NEW--THEY'RE *NAZIS* BY A DIFFERENT NAME! THEY'VE GOT TO BE STOPPED!

I UNDERSTAND COMPLETELY, MY BOY! I KNOW HOW THESE HATE ORGANIZATIONS WORK! THEY PREY UPON THE JEWS, THE BLACKS, THE OLD, THE SICK--

--ANYONE THAT THEY CAN SET UP AS *SCAPEGOATS* FOR THE ILLS IN OUR SOCIETY!

THEY GAIN THE SUPPORT OF THE GULLIBLE, THE HATEFUL, AND THE FEARFUL... AND PARLAY THAT INTO POWER ON A WIDE SCALE!

I'D LIKE TO HELP YOU, SON--

--BUT MY DEPARTMENT HAS BEEN HANDCUFFED! WORD CAME DOWN FROM "UPSTAIRS" TO LAY OFF THE NATIONAL FORCE! THEY MUST HAVE SOMEBODY BIG ON THEIR PAYROLL!

IT'S INFURIATING, TO SAY THE LEAST, BUT--

STEVE--?

WHAT ON EARTH--?

GOOD LUCK, MY BOY! MAY YOUR COURAGE PREVAIL... WHERE MINE... HAS FAILED!

HOURS LATER, IN AN ALLEYWAY IN THE HEART OF HELL'S KITCHEN...

NOBUDDY AROUN'! NOW I C'N GRAB THE STUFF!

C'MON, C'MON! WHERE IZZID?!

GODDA BE HERE! GODDA!

ID AIN'T!

GODDA HAB IT!

DOZ DIRDY LOW, DOUBLE CROZZIN'--

GONNA GED 'EM FER DIS!

EEYAH!!

CABDEN AMER'CA!

LOOKING FOR THIS BAG, MR. CARL PEEL--ALIAS "PIGSTICKER" I BELIEVE!

WHY, I WOODEN TOUCH DAT AWFUL STUFF--

AW, NO! DOND'T SBILL ID OUD-- PLEEEZE!

EVERYBODY ON THE STREET KNOWS ABOUT YOUR LITTLE HABIT AND THE WAYS YOU SUPPORT IT, CARL! I HEAR YOU'LL DO ANYTHING FOR A PRICE--

--INCLUDING SELLING OUT YOUR "FRIENDS"! YOU'RE ALWAYS SNIFFING OUT NICE JUICY INFORMATION TO SELL, AREN'T YOU, CARL?

WELL, I'D LIKE TO BUY SOME, CARL--AND IN RETURN, I'M GOING TO DO YOU A BIG FAVOR!

HAH! YOU'LL JUS' TURN ME IN! BUDT I *CAN'DT* GO UP DA RIB-BER AG'IN!

I GOD A RECORD, MAN! I'LL NEBBER GEDT OUDT!

CARL, IF YOU'RE GOING FOR THAT KNIFE OF YOURS, YOU BETTER KNOW HOW TO USE IT *REAL* GOOD!

HUH?

SMART MOVE, SON! NOW I WANT TO HEAR EVERYTHING YOU KNOW ABOUT THE NATIONAL FORCE!

WHA--? DEM GUYS IS *MEAN!* I STAY AWAY FROM 'EM... HONEST!

BUDT IF ANY-BUDDY GODT DA SCAM ON 'EM... IT'S *MORGAN!*

THANKS, CARL!

HEY!

GUHH!

KRANG!

OKAY, CARL, NOW GO FIND A POLICE-MAN AND TURN YOURSELF IN!

AND BE SURE YOU TELL HIM EVERYTHING INCLUDING THE NAMES OF YOUR DRUG CONNECTIONS! YOU'RE GOING TO TAKE THE FIRST STEP TOWARD STRAIGHTENING OUT YOUR LIFE, CARL--

--OR ELSE I'LL BE BACK FOR YOU! GOT THAT?

C'MON! WHERE'S DAT BREAK YA PROMISED ME?

SOME BIG FAVOR! IF DAT COSTOOMED JERK THINKS I'M GONNA--

ALL I GODDA DO IS JUS' WALK AWAY!

POLICE

HE'LL NEBBER FIND ME!

NEBBER!

HEY, MAN! HEY! WAIT UB! STOB!!

N.Y.C. POLICE

SOON, AT A POSH UPTOWN TOWNHOUSE...

Y'KNOW THIS GIG STINKS!

I'M HIP! THE DUDES INSIDE CAN WATCH SOME T.V. AT LEAST!

OUT HERE, NUTHIN' EVER HAPPENS!

HUH?

DON'T BOTHER CHECKING YOUR CALENDAR--

--I DON'T HAVE AN APPOINT-MENT!

KA-

WHAM!

THANKS, GUYS! I DIDN'T THINK IT WOULD BE A PROBLEM!

SECONDS LATER...

RAK!

HELLO, MORGAN! GOT A MINUTE?

CAPTAIN AMERICA! I GOT NO PATIENCE FOR THIS!

FORGET THE GUN, MORGAN! AND TELL YOUR MUSCLE TO LAY OFF! I DON'T HAVE MUCH PATIENCE EITHER!

N-NO! DON'T-- AAHHGH!

REESE, I NEVER SEEN ANYBODY MOVE THAT FAST! WHAT ARE WE GONNA DO?

WE GONNA BE COOL, BROTHER-- TILL MORGAN GIVES US THE WORD!

I'M HERE TO TALK, MORGAN! NO GUNPLAY!

TELL 'EM!

ALL RIGHT, WE TALK--

--BUT I'M SICK OF YOU HOT DOG HEROES LEANIN' ON ME!*

WHERE CAN I FIND THE GRAND DIRECTOR, MORGAN?

HIMZ!

*SEE POWER MAN/ IRON FIST #52--R.

HAH! WHAT'S IT TO YOU? IT'S MY PEOPLE HE'S AFTER!

THE SAME PEOPLE YOUR RACKETS ARE **BLEEDING,** MORGAN!

BETTER ME THAN SOME **HONKY,** FLAG-MAN! MY PEOPLE **MADE** ME KING ON THIS TURF! SURE, I TAKE MY TRIBUTE--

--BUT I **PROTECT** MY PEOPLE, TOO!

THIS IS **WAR,** AND I'M GOING TO--

NO! YOU FOOL! IF YOU AND YOUR MEN FIGHT THEM, HUNDREDS COULD DIE!

TELL ME WHERE TO FIND THE GRAND DIRECTOR-- AND I'LL STOP THIS WITHOUT BLOODSHED!

SUDDENLY...

BOSS! THE NATIONAL FORCE IS MAKIN' ITS MOVE! THEY'RE MARCHIN' ON HARLEM!

STAY OUT OF IT, MORGAN! KEEP YOUR GUNS OFF THE STREETS! I WARN YOU--

GET OUT, HONKY! I GOT NO TIME LEFT FOR TALK!

NEITHER DO I! I'M GOING TO HARLEM TO STOP THIS MADNESS! YOU SO MUCH AS SHOW YOUR FACE--

KEEESH

--AND I'LL MAKE YOU REGRET IT!

WUMP

701

REESE, CALL OUT THE BOYS! WE'RE FIGHTIN' FOR OUR LIVES TODAY, YOU HEAR? WE'RE GONNA BLAST THAT NATIONAL FORCE SCUM OFF OUR TURF!

AND IF THAT SHIELD-SLINGER GETS IN OUR WAY, *GUN HIM DOWN!*

YOU GOT YOUR ORDERS! *MOVE OUT!*

NOW!!

AT THAT MOMENT, IN A SHADOWED MIDTOWN OFFICE TOWER--

--A MASKED MAN KNOWN ONLY AS THE GRAND DIRECTOR TREADS SOFTLY TOWARD A CERTAIN DOOR...

HE ENTERS WITH THE CAUTIOUS SUSPICION COMMON AMONG MEN OF GREAT POWER...

SATISFIED THAT NO THREAT AWAITS WITHIN, HE CROSSES THE MODERN, OPULENT CHAMBER, AGAIN IMMERSED IN HIS DARK MUSINGS.

IT HAS BEGUN! THE NATIONAL FORCE IS MARCHING! HARLEM WILL BURN TONIGHT!

I AM CLEANSING THE WEAKNESSES WHICH THREATEN TO DESTROY AMERICA... ELIMINATING DISCORDANT ELEMENTS ...PURIFYING HER ESSENCE--

--AND ALL THAT STUFF!

IT'S AS IF... IT HASN'T BEEN REAL TO THIS POINT--BUT SUDDENLY IT'S ALL WASHING OVER ME IN A NAUSEATING WAVE! I--I MEAN... THERE WILL BE GREAT SUFFERING!

BROKEN BONES... TORN FLESH... BLOOD ON THE STREETS--! AND ONCE IT'S SPILLED... COULD I TELL BLACK FROM WHITE?

PEOPLE WILL *DIE*-- YOUNG PEOPLE WITH DREAMS! SHOULD MY DREAM END THEIRS?

MAYBE I'M JUST TIRED! IT'S A BIG JOB--SO HARD!

IT BOTHERS ME THAT I HAD TO RELY SO HEAVILY ON THE MIND-CONTROL DEVICES! IF IT IS *RIGHT*, THEN WHY DOESN'T EVERYONE ELSE *SEE*--?

YOU WILL RELY ON MIND-CONTROL LESS AND LESS AS THE MOVEMENT PROGRESSES! PEOPLE WILL FLOCK TO YOUR SIDE AFTER A VICTORY OR TWO!

PERHAPS YOU'D BETTER GET READY TO GO NOW! YOU WILL BE NEEDED!

MEANWHILE, IN HARLEM...

STAY BACK! WE'VE GOT REINFORCEMENTS ON THE WAY! WE'LL HANDLE THIS! DON'T MAKE IT WORSE!

LEMME THROUGH! MY MOTHER'S IN THERE, MAN!

POLICE LI

HEY... UP THERE! I THINK THAT'S --

"--CAPTAIN AMERICA!"

UNTIL THE RIOT SQUADS ARRIVE--

--I'LL TAKE OUT SOME OF THESE BLITZKRIEG SQUADS LEADING THE PURGE!

THEN I CAN GO AFTER THE DIRECT--

WHAT--!

SHARON!

NOBODY STANDS IN OUR WAY! NOT EVEN YOU!

FIGURES YOU'D RUN INTO FRIENDS OF YOURS UNDER THOSE HOODS, HONKY! BUT YOU HEARD THE LADY, GET OUT OF THE WAY--

--OR DIE WITH HER!

KILL HIM!

NEXT ISSUE: CROSSFIRE!

40¢
233 MAY

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CAPT. AMERICA
02453

CAPTAIN AMERICA®

TM

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SHARON! WHAT--?!

OUR "LOVE" IS OVER, CAP! THE GRAND DIRECTOR SAYS--

--YOU MUST DIE!

CROSSFIRE!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

THIS COLD AND WINDSWEPT NIGHT, THE DARK STREETS OF HARLEM HAVE BECOME AN ASPHALT BATTLEGROUND -- WITH **CAPTAIN AMERICA** CAUGHT BETWEEN A MOB OF MORGAN'S UNDERWORLD THUGS AND AN ATTACK SQUAD OF THE FANATICAL NATIONAL FORCE... LED BY THE WOMAN HE LOVES.

LET THIS BE AN EXAMPLE FOR LOYAL AMERICANS EVERYWHERE! NOTHING SHALL STOP THE NATIONAL FORCE--NOT EVEN *CAPTAIN AMERICA!*

NO! LISTEN TO ME! PUT DOWN YOUR WEAPONS! THERE'S BEEN ENOUGH BLOODSHED!

NO WAY! STEP ASIDE, OR WE'LL DROP YOU WHERE YOU STAND!

Cross

ROGER McKENZIE - SCRIPT
SAL BUSCEMA & DON PERLIN - ART

R. PARKER • LETTERING
N. YOMTOV • COLORING
ROGER STERN • EDITOR
JIM SHOOTER EDITOR-IN-CHIEF

LG356

MORGAN, I WARNED YOU TO STAY OUT OF THIS! YOU'RE ONLY MAKING THINGS WORSE!

WE'RE MAKIN' THINGS WORSE? WHAT DO YOU THINK YOUR NAZI FRIENDS'RE DOIN'? THEY STARTED THIS...

... AND THEY'VE GOTTA BE-- STOPPED?

THEY WILL BE, GLITTERBUG...

...BUT NOT *YOUR* WAY! JUST COOL OFF! LET THE AUTHORITIES HANDLE THIS!

HEY! PUT ME DOWN!

YOU HEARD THE MAN, PUT 'IM DOWN--NICE AND EASY! YOU'VE PUSHED US AROUND FOR THE LAST TIME!

YOU WANNA SIDE WITH THE NATIONAL FORCE... FINE! YOU CAN DIE WITH 'EM, TOO!

SIDE WITH--? NO... YOU'RE MAKING A MISTAKE!

GET THEM! IN THE NAME OF THE GRAND DIRECTOR... AND FOR THE SAKE OF A STRONG AMERICA... THEIR KIND MUST BE PURGED!

BLAST IT, HONKY, PUT ME DOWN!

NOBODY'S GONNA RUN OVER US! NOT CAPTAIN AMERICA! NOT THE NATIONAL FORCE! NOT NOBODY!

SHARON... MORGAN... STOP! ARE YOU BOTH INSANE?

YOU CAN'T KEEP ME OUT OF THE ACTION THIS WAY!

YOU IDIOT! I WAS TRYING TO SAVE YOUR LIFE--BUT IF YOU WANT ACTION--

--YOU GOT IT!

AWWWWW, N-NOOOO--!

TH-HAM

KA-THUNG

WHAT'S WRONG WITH YOU PEOPLE? CAN'T YOU SEE YOU'RE BEING USED?

NO GOOD-- THEY'RE BEYOND LISTENING.

THE ONLY WAY I CAN HOLD THE BLOODSHED TO A MINIMUM--

--IS TO KEEP THEM BUSY FIGHTING ME... UNTIL THE RIOT SQUADS ARRIVE.

MMMMFF--!

WHERE'S SHARON? SHE-- OH, NO--!

A WHITE AMERICA IS A STRONG AMERICA!

I DON'T KNOW WHAT THE GRAND DIRECTOR HAS DONE TO HER-- BUT I'VE GOT TO GET HER OUT OF HERE! IF ANYTHING SHOULD HAPPEN--!

BUT BEFORE CAP CAN REACH HER SIDE...

GET HIM! EVEN CAPTAIN AMERICA CAN'T FIGHT US ALL!

... AND THEY WOUND UP IN THE GUTTER, TOO!

BLAST! I'VE LOST SHARON IN THE CROWD, BUT--

MISTER, BETTER MEN THAN YOU HAVE TRIED TO STOP ME...

SUDDENLY...

HEY?! WHAT THE--?

OH, MUTHA--

"--IT'S THE NATIONAL GUARD!"

FAN OUT, MEN! I WANT THIS PERIMETER SEALED!

LET'S GET OUT OF HERE! WE NEVER COUNTED ON FIGHTIN' THEM!

LET THEM RUN -- THEY WON'T GET FAR. BUT I'VE GOT TO FIND SHARON BEFORE --

HOLD IT, AVENGER!

NOBODY'S GOING ANYWHERE UNTIL I GET TO THE BOTTOM OF THIS!

LATER, MAJOR! I CAN'T BE BOTHERED WITH RED TAPE NOW!

AND I'LL THANK YOU TO REMOVE YOUR HAND!

EASY WITH THAT GUN, MAN!

OHHHH--!

THIS ISN'T A GAME, MISTER! THIS AREA IS UNDER LIMITED MARTIAL LAW -- WHICH MEANS I'M IN CHARGE --

-- AND I WANT SOME ANSWERS!

SO DO I, MAJOR! BUT I WON'T GET THEM BY STAND-ING AROUND HERE!

SO, IF YOU'LL EXCUSE ME, I HAVE WORK TO DO!

WHAT? WHY YOU... YOU...

HALT! THAT'S FAR ENOUGH, CAPTAIN!

MAJOR...

...I DON'T LIKE GUNS...

KLANG

THRAK

...ESPECIALLY WHEN THEY'RE POINTED AT MY BACK!

NOW THEN, LET'S GET A FEW THINGS STRAIGHT, MAJOR... I HAVE NO WISH TO QUESTION YOUR AUTHORITY--

--BUT, BY THE SAME TOKEN, I CAN'T AFFORD TO WASTE TIME ON MILITARY PROTOCOL. NOW, I'LL BE HAPPY TO FILE A REPORT LATER, BUT...

MAJOR, OVER HERE! THE PRISONERS!

THEY... THEY HIT SOME SORT OF CONTROLS ON THEIR BELT BUCKLES BEFORE WE COULD STOP THEM!

WE HAVE LIVED BY THE FLAME! AND, BY THE FLAME SHALL WE BE FREE!

"BY THE FLAME SHALL OUR BELOVED AMERICA BE PURGED... UNTIL SHE IS STRONG ONCE MORRRRRRRRRRRR "

OH, MY--

SHARON--!

SOLDIER! WAS A GIRL WITH THEM?

ANSWER ME, MAN-- I HAVE TO KNOW! DID YOU SEE A GIRL?

I-- I'M NOT SURE! IT ALL HAPPENED SO FAST...

NO-- SHE CAN'T BE DEAD...

... SHE JUST CAN'T.

IT IS HOURS BEFORE A GRIM-FACED CAP PAUSES-- AFTER SPENDING MOST OF THE NIGHT TIRELESSLY SPEARHEADING RESCUE OPERATIONS...

... HOPING, PERHAPS, TO BURY THE PAIN OF HIS LOSS BENEATH A THIN VENEER OF 'DUTY'. SHARON CARTER, THE WOMAN HE LOVES, MAY LIE DEAD--

-- AND HE'S NOT READY TO FACE THAT, NOT YET...

MAYBE... JUST MAYBE... SHARON ESCAPED. THERE IS THAT CHANCE--

--AND I WON'T GIVE UP UNTIL I KNOW, ONE WAY OR ANOTHER!

THE AUTHORITIES HAVE THINGS PRETTY MUCH UNDER CONTROL HERE--

--SO THAT LEAVES ME FREE TO TRACK DOWN THE NATIONAL FORCE!

AND HEAVEN HELP THEM WHEN I DO!

BUT WHERE DO I GO FROM HERE? WHAT DO I DO NEXT?

FOR THAT MATTER, WHAT DO I KNOW ABOUT THE NATIONAL FORCE--OR THEIR LEADER, THE GRAND DIRECTOR?

"I HAD HARDLY RETURNED FROM THE WEST COAST, * WHEN I FOUND--

* CAP# 231-- ROG.

"--A DISTRESSED PEGGY CARTER PROWLING THE HARLEM OFFICE OF SAM WILSON-- TRYING TO FIND EITHER ME OR THE FALCON!

" I STILL REMEMBER HOW SHE TREMBLED WHEN SHE TOLD ME ABOUT THE GRAND DIRECTOR AND THE RALLY HE'D HELD A FEW DAYS BEFORE IN CENTRAL PARK!

"SHARON HAD BEEN THERE, AS A SHIELD OBSERVER, BUT SOMETHING HAD GONE WRONG. SOMEHOW THE GRAND DIRECTOR TOOK CONTROL OF THE MILLING CROWD--

"-- AND TURNED THEM INTO A VENGEFUL, HOSTILE MOB! SHARON, TOO, HAD BEEN SWEPT UP IN THE UNREASONING HATRED THAT THE NATIONAL FORCE HAD SPAWNED...

"... HATRED I LATER SAW FIRST HAND!

BA-WHOOM

"PEGGY WAS VERY NEARLY KILLED RIGHT BEFORE MY EYES, BY TWO NATIONAL FORCE MEMBERS! THEY MUST HAVE FELT THAT SHE, SOMEHOW, WAS A THREAT TO THEM.

" THAT SHE KNEW TOO MUCH--!"

BLAST! I JUST REALIZED--IF THE NATIONAL FORCE TRIED TO KILL PEG ONCE, THEY'LL PROBABLY TRY AGAIN!

SHE WAS ADMITTED TO MOUNT SINAI HOSPITAL! I'D BETTER GET TO HER--AND FAST!

RACING UPTOWN, CAP RUSHES PAST HIS YORKVILLE APARTMENT WITHOUT A BACKWARD GLANCE--

--UNAWARE HIS PASSAGE HAS BEEN MARKED WITH MORE THAN CASUAL INTEREST!

WE WILL MEET SOON, CAPTAIN AMERICA!

I'VE BEEN A LONG TIME TRACKING YOU DOWN--ELIMINATING THE POSSIBLE IDENTITIES --BUT IT'LL ALL BE WORTH IT! ONCE I GET MY... HANDS ON YOU...

Steve Rogers
~~Dick Yorty~~
~~John Michel~~
~~Mitch Itkowitz~~
~~Caspar Fagin~~
~~Paul McGinley~~

...YOU'LL THINK YOUR PRESENT OPPONENTS WERE PUSHOVERS!

MT. SINAI HOSPITAL, TWENTY MINUTES LATER...

WHAT DO YOU MEAN SHE ISN'T HERE? OF COURSE, SHE'S HERE! SHE HAS TO BE HERE!

DON'T SHOUT AT ME, YOUNG MAN! MISS CARTER WAS RELEASED NOT MORE THAN AN HOUR AGO! AND THAT'S ALL I'M AT LIBERTY TO TELL YOU!

BUT, MADAME, IT'S VERY IMPORTANT THAT I FIND WHERE SHE WENT! I AM A MEMBER IN GOOD STANDING WITH THE AVENGERS...

AVENGERS

HUMMMF!

I'M SURE YOU ARE, YOUNG MAN--BUT NEVERTHELESS, OUR PATIENTS' FILES ARE STRICTLY CONFIDENTIAL!

OH, NOW SURELY YOU CAN MAKE THIS ONE LITTLE EXCEPTION... FOR ME? IT'LL BE OUR OWN LITTLE SECRET!

OO-HOO-HOO! WELLLLLLL, MAYBE BUT *JUST* FOR YOU!

LET ME SEE NOW... OH, YES--! SHE WAS REMANDED TO THE CARE OF A PRIVATE PHYSICIAN. A DOCTOR *STEVEN ROGERS*...

WHAT?! BUT... *I'M* STEVE ROGERS!

WHERE IS HE? HE SHOULD HAVE BEEN HERE BY NOW!

PATIENCE! MY DEAR DIRECTOR. PATIENCE! HE WILL COME...

BUT HOW CAN YOU BE SO SURE? WHAT IF SOMETHING'S GONE WRONG?

WRONG? NOTHING WILL GO WRONG! DO YOU HEAR ME, NOTHING!

I HAVE FOUGHT CAPTAIN AMERICA SEVERAL TIMES! I KNOW HIS EVERY WEAKNESS... EVEN AS I KNOW YOURS!

THE GRAND DIRECTOR! WHAT A JOKE! WHAT A PITIFUL, SICKENING JOKE! YOU AREN'T EVEN HALF THE MAN ROGERS IS!

YOU NEVER WERE!

YOU ARE WEAK, MY FRIEND. AS PREDICTABLY WEAK AS HE IS STRONG!

DON'T YOU SEE? HE HAS LOST THE ONLY TWO WOMEN HE HAS EVER LOVED! THAT WILL BE ALL THE MOTIVATION HE NEEDS TO FIND US.

AND WHEN HE DOES, *DR. FAUSTUS* WILL BE WAITING!

SOONER OR LATER, HE WILL COME TO US, AND THEN WE'LL HAVE HIM! LOCK, STOCK...

...AND *MIND!*

7163... THAT'S THE ADDRESS!

ALL RIGHT, "DR. ROGERS," YOU'VE STOLEN MY NAME... MY GIRL... AND AN OLD, DEAR FRIEND.

I THINK IT'S ABOUT TIME WE MET!

7163

INSIDE THE PLUSH HIGH-RISE, LIGHTS ARE DIM. SOFT MUSIC MASKS THE ALMOST SERPENTINE HISS OF AIR-CONDITIONING UNITS...

MISS--?

CAP HALTS, FEELING THE MUSCLES KNOT IN HIS STOMACH. THE RECEPTIONIST--

--SEEMS ALL TOO FAMILIAR...

YES... MAY... I... HELP... YOU... DIE?

PRAPPARAPPP

...ALBEIT IN A SOMEWHAT MECHANICAL WAY!

SHARON?!

NO! THAT... *THING* ISN'T SHARON! IT CAN'T BE!

VIING

PING

SKRAKK

HELP... YOU...

HMMM... ACCORDING TO THESE FILES, PEG'S IN ROOM 24-08! SOMEONE'S GONE TO A LOT OF TROUBLE TO SET ME UP!

HELP.. YOU...

...HELP..

SQUEEE

AND I INTEND TO FIND OUT WHY.

THAT ONE WAS FOR YOU, SHARON!

UNDOUBTEDLY, THIS WHOLE BUILDING'S A DEATH-TRAP..

...NO SENSE BEING TIMID!

17-40

THE STAIRS ARE PROBABLY BOOBY-TRAPPED TOO!

ELEVATOR DOORS WHISPER SHUT BEHIND CAP..

... AS HE IS WHISKED QUICKLY TOWARD THE 28TH FLOOR...

... AND, WHAT WOULD SEEM CERTAIN DEATH!

WHAM

BA-

BUT IN THE SHAFT, ABOVE THE SHATTERED CAR...

NASTY... BUT *NOT* UNEXPECTED!

NOT FOR A MAN WHO'S SPENT HIS LIFE EXPECTING THE UNEXPECTED!

PEG'S ROOM SHOULD BE JUST DOWN THIS HALL, I'VE GOT TO BE READY FOR ANYTHING...

HISSSSS

2408

I'M CERTAIN THERE'S MORE TO THIS THAN MEETS THE EYE!

EASY NOW, EEEEEEASY...

PEG--?

HE IS CHARGING US, SKULL! YOU HOLD MY COSMIC CUBE--

--USE IT!

SILENCE, MODOK! I SEE HIM!

TWO OF MY DEADLIEST ENEMIES! BUT THEY *CAN'T* BE--!

EH--? HOLOGRAPHIC PROJECTIONS!

OF COURSE, CAPTAIN...

FAUSTUS! I SHOULD HAVE GUESSED--!

BUT YOU DIDN'T! YOU WERE TOO CONCERNED FOR THE WELFARE OF THE OTHERS!

COMPASSION, MY DEAR CAPTAIN, IS A MOST PROGRAMMABLE RESPONSE! FREUD ONCE WROTE--

I DON'T WANT LECTURES, FAUSTUS! I WANT SHARON AND PEGGY! IF YOU'VE HARMED THEM, SO HELP ME, I'LL--

I THINK NOT, CAPTAIN! MUCH AS I LOATHE PHYSICAL CONTACT...

SPAK

...I MUST ADMIT I FIND THIS EXPERIENCE QUITE FULFILLING!

WH-WHAT'S WRONG... WITH... ME? I... NEVER EVEN... SAW FAUSTUS... MOVE...

SUDDENLY... SO WEAK... SO HARD TO..THINK, WHAT... AM I... DOING...HERE... SHARONNNNNNN...

YOU MAY COME OUT OF HIDING NOW, MY FRIEND!

THEN YOUR *MIND-GAS*--

--WORKED SPLENDIDLY!

I'M SURE YOU'LL FIND THE GOOD CAPTAIN OPEN TO YOUR EVERY SUGGESTION NOW! SO TELL ME--

--WHAT DO YOU SUGGEST? AFTER ALL, YOU DO KNOW CAPTAIN AMERICA BETTER THAN ANYONE--"DR. ROGERS."

TWO CAPS ARE DEADLIER THAN ONE!

GUEST STARRING: THE SWASHBUCKLING DAREDEVIL

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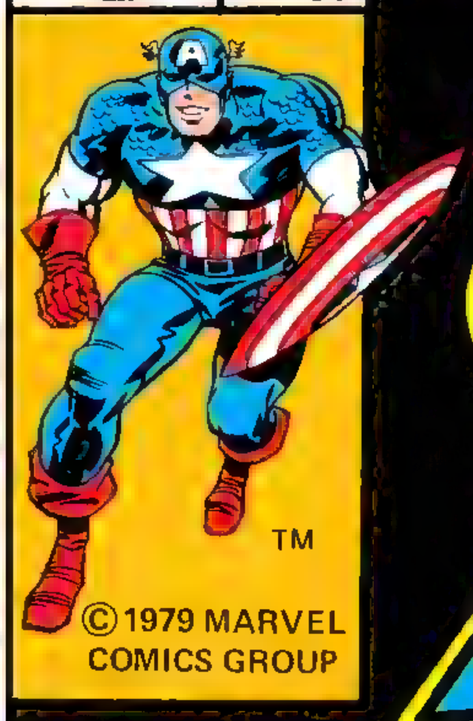

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HERE COMES DAREDEVIL!

DUEL IN DARKNESS!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

BURN, CAP, BURN!

BARELY 24 HOURS AGO, CAPTAIN AMERICA FOUND HIMSELF THE PRISONER OF DR. FAUSTUS AND THE MYSTERIOUS GRAND DIRECTOR! *

THIS IS IT, AVENGER! WE'RE TAKIN' WHAT'S DUE US, AN' WE'RE TAKIN' IT ANY WAY WE CAN!

EVEN IF WE HAVETA BURN NEW YORK TO THE GROUND!

NOW, INCREDIBLY, HE APPEARS TO BE CAUGHT UP IN A RACE RIOT OUT OF THE DARKEST OF NIGHTMARES.

BUT THINGS ARE RARELY AS THEY SEEM...

LG348

ANOTHER CAPTAIN AMERICA PSYCHO-DRAMA BROUGHT TO YOU BY--
ROGER McKENZIE WRITER * SAL BUSCEMA & DON PERLIN ARTISTS * NOVAK, LETTERER YOMTOV, COLORS * ROGER STERN EDITOR
JIM SHOOTER, EDITOR-IN-CHIEF

*LAST ISSUE-- ROG.

YOU HEARD THE MAN, WHITEY! SO, EITHER GET OUTTA OUR WAY OR--

NEVER!

THE GRAND DIRECTOR WAS RIGHT! YOUR HEARTS ARE BLACKER THAN YOUR SKIN!

I WILL NOT STAND IDLY BY AND SEE THIS GREAT NATION PLUNGED INTO DARKNESS!

BABY, I'LL SEE YOU DEAD! I--

KLANG

THEN, THE NEXT INSTANT, GUN AND PLAN ALIKE BACKFIRE--

--BLOCKED BY A GLEAMING SHIELD EVERY BIT AS UNBREAKABLE AS THE LEGEND THAT WIELDS IT!

STOP HIM!

ALL MY LIFE I HAVE FOUGHT TO PROTECT MY COUNTRY! I WILL NOT BE STOPPED NOW!

THE GRAND DIRECTOR HAS OPENED MY EYES TO THE TRUTH--

SP LAANG

-- A WHITE AMERICA IS A STRONG AMERICA!

AND I WILL NOT REST UNTIL AMERICA IS STRONG ONCE MORE! STRONG... AND PURE!

KA

THAAK

WASTE THAT DUDE! HE'S ONLY ONE MAN!

PERHAPS I AM, BUT I REPRESENT AMERICANS EVERY-WHERE! LOYAL, RIGHT-THINKING AMERICANS--

PLING

VLING

-- LIKE THE NATIONAL FORCE! AND WE DO NOT WANT YOUR KIND HERE!

LOOK OUUNGHH--!

YOU ARE FILTH! FILTH AND SCUM!

AMERICA CANNOT ABIDE YOUR PRESENCE!

SKRAK

SHE MUST BE CLEANSED!

KAWHOOSH

N-NO... GLUB

AND THIS IS ONLY THE BEGINNING! DO YOU HEAR?

ONLY THE BEGINNING!

LOOK AT THEM, MY FELLOW AMERICANS! YOU CAN PLAINLY SEE THE COLOR OF OUR NATION'S GREATEST ENEMY!

IT DOES NOT WASH OFF!

ANIMALS LIKE THEM HAVE TURNED OUR CITIES INTO URBAN JUNGLES! OUR STREETS INTO ASPHALT BATTLEGROUNDS!

READY CAMERA ONE! PULL IN ON MY CUE!

THEY ARE BLEEDING US TO DEATH AND PICKING THEIR TEETH WITH OUR BONES!

BUT NO MORE! NOW IS THE TIME FOR ALL HONEST, RED-BLOODED AMERICANS TO UNITE--

CAMERA ONE READY... AND TAKE!

--BENEATH THE BANNER OF--

THE NATIONAL FORCE!

I URGE ALL TRUE AMERICANS TO JOIN THE NATIONAL FORCE! TOGETHER WE WILL BE STRONG!

I NEVER HEARD SUCH BULL! THAT CAN'T BE CAPTAIN AMERICA! IT JUST CAN'T!

FOGGY'S RIGHT! CAP WOULD NEVER ENDORSE A HATE-CULT LIKE THE NATIONAL FORCE...BUT THAT *IS* CAP'S VOICE! I'M SURE OF IT!

TURN IT OFF, FOGGY! I CAN'T STAND TO WATCH ANYMORE!

ME NEITHER, BECKY! YOU KNOW, IF THE JESTER WASN'T BEHIND BARS, I'D SWEAR THAT HIS VIDEO-SCRAMBLER WAS AT THE BOTTOM OF THIS!*

C'MON, MATT-- LET'S GET OUT OF THIS STUFFY TOWN-HOUSE OF YOURS, AND GRAB US A BITE OF SUPPER!

*SEE D.D. #133-137 -- R.

MATT MURDOCK DOES NOT REPLY. HE IS TOO PREOCCUPIED WITH THE HEADLINES HIS HYPERSENSITIVE FINGERS 'READ'...

DAILY BUGLE

HARLEM RIOT LEAVES HOO'S

IT DOESN'T MAKE SENSE. WHY WOULD CAP FIGHT A GROUP ONE DAY AND JOIN THEM THE NEXT?

MATT? SUPPER?

AH... I'D LOVE TO, FOGGY, BUT IT'S LATE AND I JUST REMEMBERED SOMETHING THAT CAN'T WAIT!

MATT PUSHES HIMSELF SO HARD ...SOMETIMES IT'S LIKE HE'S TRYING TO LEAD TWO LIVES.

BUT, MATT...

I'LL BE FINE, BECKY. YOU JUST MAKE SURE THAT FOGGY DOESN'T GO TOO FAR OVER HIS DIET...

...AND I'LL SEE YOU BOTH TOMORROW. CAIO!

MY SENTIMENTS EXACTLY, PARTNER! CHOW!

GOOD NIGHT, MATT. TAKE CARE...

...PLEASE!

BECKY'S HEARTBEAT SPED UP WHEN SHE SAID GOODBYE! IS SHE ONLY FEELING SYMPATHY FOR A BLIND MAN, OR IS IT... SOMETHING MORE?

SNUK

THEIR VOICES ARE FADING... I'M ALONE NOW. I DON'T NEED THIS LIGHT.

BUT I DO NEED ANSWERS. I HONESTLY HADN'T PLANNED TO GET INVOLVED IN THIS ON A PROFESSIONAL BASIS -- EITHER AS A LAWYER OR A SUPERHERO...

...BUT CAP MAY BE IN TROUBLE!

AND IF HE IS, IT'S TIME FOR ***DAREDEVIL*** TO STALK THE STREETS ONCE MORE!

CAP IS A FRIEND...

POK

TAK

...AND I SWORE I'D NEVER AGAIN TURN MY BACK ON MY FRIENDS!*

*SEE D.D. #151 -- ROG.

GOOD, I DON'T SENSE ANYONE LOOKING THIS WAY! SOOO...

THWIP

THE NATIONAL FORCE BROADCAST CUT IN ON REGULAR PROGRAMMING ON ALL CHANNELS.

TO DO THAT, THEY'D REQUIRE VERY SOPHISTICATED EQUIPMENT-- AND A LOT OF POWER.

POWER MY HYPER-SENSES MAY BE ABLE TO PINPOINT!

GRANTED, IT ISN'T A LOT TO GO ON, BUT FOR NOW--

--IT'S THE ONLY LEAD I'VE GOT!

BUT, SEVERAL LONG, FRUSTRATING HOURS LATER...

NOTHING! AND I'VE CRISS-CROSSED THE CITY TWICE!

MAYBE I SHOULD-- WHAT'S THAT?

POLICE SIRENS... RACING MOTORS... TIRES SQUEALING AGAINST PAVEMENT. IT'S A HIGH-SPEED CHASE RIGHT DOWN FIFTH AVENUE!

CARS 14 AND 58 IN PURSUIT OF SUSPECTED NATIONAL FORCE VEHICLE! REQUEST BACK-UP UNITS! OVER!

STEADY! ALL I NEED IS ONE SHOT!

SSZZZ

SKREEEE

AW, THOSE LOUSY METS! BUMS! EVER ONE OF 'EM... BUMS!

NO! THAT CAR'S OUT OF CONTROL! I CAN SENSE IT BARRELLING TOWARD AN OLD MAN!

WHY DOESN'T HE RUN? CAN'T HE HEAR IT COMING?

SKREEE

MAYBE HE CAN'T! SOMETIMES I FORGET I'M NOT THE ONLY ONE WITH A HANDICAP!

I'VE GOT TO DO SOMETHING!

THWIP

THWK

I DON'T KNOW IF I CAN MAKE IT!

JUDGING BY ITS SPEED AND THE ANGLE THE CAR'S SKIDDING, I'VE BARELY FIVE SECONDS LEFT TO REACH THE OLD MAN!

FOUR.

THREE.

EH--?

TWO.

ONE.

SKREEEEEEEE

SKRAAASH

NYPD

I-IF YOU HADN'T... I TH-THINK I'D BETTER SIT DOWN!

JUST TAKE IT EASY, EVERYTHING'S GOING TO BE OKAY!

HE'S TREMBLING ...HIS PULSE IS RACING... BUT HIS HEART SOUNDS STRONG AND I DON'T FEEL ANY BROKEN BONES! HE'LL BE FINE!

DD! MAN, ARE YOU A SIGHT FOR SORE EYES!

BLAST IT! WE LET THE NATIONAL FORCE SLIP RIGHT THROUGH OUR FINGERS!

THE NATIONAL FORCE?!

YEAH, THE D.A. FINALLY DECIDED TO CRACK DOWN ON... HUH?

BUT THE MAN WITHOUT FEAR IS ALREADY RACING ACROSS THE DARK MANHATTAN SKYLINE--

--HIS UNIQUE HYPER-SENSES FOCUSED ON THE DISTINCTIVE SOUNDS AND SCENTS OF A SINGLE AUTO SEVERAL BLOCKS DISTANT... TRACKING IT FAR MORE SURELY THAN ANY SIGHTED MAN COULD DARE HOPE TO!

UNTIL...

BISMARK

SKREE

THERE THEY GO, TURNING INTO THAT OLD WATERFRONT WAREHOUSE!

AND HERE I GO!

...ALBEIT WITH A BIT OF STEALTH! ROOFTOPS ARE MORE MY STYLE, ANYWAY!

I HEAR THE WIND WHIPPING PAST A SKYLIGHT AHEAD OF ME! IF WHAT I SUSPECT IS TRUE--!

IT IS!

"I'M PICKING UP IMAGES OF ELECTRONIC EQUIPMENT-- A MAKESHIFT SOUNDSTAGE!

"PAYDIRT!

"I MIGHT AS WELL GET TO THE BOTTOM OF THIS!"

KRAK

DAREDEVIL MOVES QUICKLY, SILENTLY, THROUGH THE SHADOWED WAREHOUSE, CONDUCTING A MOST UNUSUAL SEARCH!

HIS SUPER-SENSITIVE FINGERS FIND MINUTE INDENTATIONS ON THE AGED WOODEN FLOORBOARDS--

--INDENTATIONS UNDOUBTEDLY MADE BY A HEAVY CAMERA DOLLY!

HE SMELLS FAINT TRACES OF GREASEPAINT AND POWDERED MAKE-UP STILL LINGERING IN THE STALE, MUSTY AIR!

BUT THE SIGHTLESS ADVENTURER HAS NO WAY OF SENSING THE SILENT ALARM HE UNWITTINGLY TRIGGERED...

...NOT, THAT IS, UNTIL IT IS FAR TOO LATE!

SO! IT SEEMS WE HAVE AN UNEXPECTED VISITOR! DAREDEVIL I BELIEVE HE IS CALLED!

TELL ME, MY DEAR CAPTAIN, WHAT DO YOU MAKE OF THIS? DO YOU SUPPOSE HE COULD BE AN ENEMY OF THE FORCE? A SPY, PERHAPS, SKULKING ABOUT LIKE A THIEF IN THE NIGHT?

YES, DR. FAUSTUS! AN ENEMY! A SPY!

ERORS

AND WHAT WILL YOU DO ABOUT THAT, MY FRIEND?

WHY, I WILL KILL HIM, OF COURSE!

INSANE? IS IT INSANE TO WANT TO PROTECT MY COUNTRY FROM THE LIKES OF... YOU?

CAP--NO! ARE YOU INSANE?!

CAP... LISTEN TO ME! YOU NEED HELP!

IT'S NO USE! WHATEVER THEY'VE DONE TO HIM, HE'S SO FULL OF HATE HE CAN'T THINK STRAIGHT!

AND ACCORDING TO MY RADAR-SENSE, HE CAN'T THROW STRAIGHT, EITHER! IS HE DRUGGED OR--WAIT!

KRAKK

"THAT SOUND OVERHEAD... LIKE TIMBERS CRACKING!"

CAP WASN'T AIMING FOR ME AT ALL! SANE OR NOT, HE'S STILL DANGEROUS!

THAM

FAUSTUS, THIS ISN'T GOING WELL! I SAY WE KILL THEM NOW!

NO, WAIT! THIS DAREDEVIL IS A MOST FASCINATING SUBJECT!

HE'S RETRIEVED THE CAPTAIN'S SHIELD, BUT THE WAY HE HOLDS IT! WERE IT NOT A CLINICAL IMPOSSIBILITY, I'D SWEAR HE WAS BLIND!

I *THOUGHT* I SMELLED FRESH PAINT, BUT THIS DESIGN FEELS LIKE...

...OH, MY GOD!

TRAITOR! YOU DO NOT DESERVE TO LIVE!

KATHAK

KATHAK

GET UP, OR ARE YOU AFRAID TO FACE A TRUE AMERICAN?

YOU... WANT ME, MAD-MAN, THEN COME... AND GET ME!

YOU... YOU THINK I WON'T?

BALLANG

NO.

I DON'T CARE WHAT IT TAKES, I'M GOING TO MAKE YOU LISTEN TO REASON!

SPLAKK

I DON'T KNOW HOW THEY'VE TWISTED YOU--WHAT KIND OF DRUGS OR TREATMENTS THEY'VE USED--

--BUT YOU'VE GOT TO SNAP OUT OF IT!

SMAK

YOU WERE ALWAYS AN INSPIRATION TO US... IT CAN'T END LIKE THIS!

SHUT UP! YOU'RE TRYING TO CONFUSE ME, BUT IT WON'T WORK!

I'LL CRAM YOUR LYING WORDS DOWN YOUR THROAT!

IT'S NO USE, HE--

--WAIT! I CAN SMELL THE PAINT ON HIS SHIELD MIXING WITH THE OIL!

CAP... IF YOU WANT THE TRUTH ...LOOK AT YOUR SHIELD!

MY... SHIELD?

THE LIGHT FROM ABOVE GLISTENS ACROSS THE STARRED AND STRIPED SURFACE--

WHAT...

--SEEMINGLY BORING DEEP THROUGH THE LAYERS OF HIS BEFOGGED MIND--

...AM I...

--AND INTO HIS INNERMOST BEING!

...DOING?

CAP?

DAREDEVIL?! WHAT'S GOING ON HERE?

NOW, MY DEAR DIRECTOR, YOUR MOMENT IS AT HAND! IT WOULD APPEAR THE GOOD CAPTAIN AND HIS ERSTWHILE COMPANION HAVE OUTLIVED THEIR USEFULNESS TO THE NATIONAL FORCE!

I TRUST YOU KNOW WHAT TO DO!

I MANAGED TO SHOCK HIM BACK TO HIS SENSES-- BUT NOW IT'S TOO LATE!

NEXT LO, THE KILLER SKIES!

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CAPTAIN AMERICA®

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FLIGHT INTO FEAR!

HANNIGAN-RUBINSTEIN

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers — until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

MERE MOMENTS AGO IN THIS OLD WATERFRONT WAREHOUSE, TWO FRIENDS FOUGHT AS BITTER ENEMIES.
BUT NOW CAPTAIN AMERICA AND THE SIGHTLESS, SWASH-BUCKLING DAREDEVIL FACE A FIERY DEATH... ALLIES ONCE AGAIN!
FAUSTUS, YOU AND THE SO-CALLED NATIONAL FORCE ARE RESPONSIBLE FOR THE DIS-APPEARANCE OF THE WOMAN I LOVE... FOR TWISTING MY MIND, TURNING ME AGAINST THE VERY IDEALS OF FREEDOM I'VE SWORN TO PROTECT!
BUT I'M NOT UNDER YOUR MIND-CONTROL NOW! I'M COMING FOR YOU, FAUSTUS, AND NOT ALL THE FIRES OF HELL WILL STOP ME!

TO STALK THE KILLER SKIES!

ROGER McKENZIE WRITING / SAL BUSCEMA & JACK ABEL ART / COSTANZA, letters / SLIFER, colors
ROGER STERN, EDITOR • JIM SHOOTER, EDITOR-IN-CHIEF
FRANK MILLER, SPECIAL WATERTOWER CONSULTANT

LG423

REALLY, CAPTAIN, YOU ARE IN NO POSITION TO THREATEN ME-- NOT WHILE YOU STAND THERE COVERED IN OIL!

YOU AND YOUR WOULD-BE SAVIOR--

--ARE THE ONES WHO ARE TRAPPED... NOT I!

FAUSTUS, WE HAVE TO HURRY! THE AUTHORITIES--

I AM THE AUTHORITY HERE, MY DEAR GRAND DIRECTOR! YOU WOULD DO WELL NOT TO FORGET THAT!

AFTER ALL, WAS NOT MINE THE INTELLECT THAT FREED YOU, THAT SET UP YOUR NATIONAL FORCE ORGANIZATION, AND--

"--THAT ULTIMATELY DESTROYED CAPTAIN AMERICA?"

BAWHHHOW

YES, OF COURSE! WHATEVER YOU SAY! LOOK, THE STUFF'S LOADED ON THE TRUCKS JUST LIKE YOU WANTED--

--NOW IN THE NAME OF GOD LET'S GET OUT OF HERE!

JONES WAF

I AM NOT INTERESTED IN YOUR RELIGIOUS DOGMAS, DIRECTOR--

"--BUT I CAN ASSURE YOU GOD HAD NOTHING TO DO WITH ALL THIS! AH! SEE, ALREADY THE WAREHOUSE ROOF IS GIVING WAY!

SKRAKOOM!

"OTHER MEN... LESSER MEN. LIKE YOURSELF... HAVE SOUGHT TO DEFEAT CAPTAIN AMERICA. THEY FAILED. I HAVE NOT!"

PERHAPS. YET IF HE COULD PEER INTO THE BURNING BOWELS OF THE ONCE DARK AND DANK WAREHOUSE, FAUSTUS MIGHT FIND HIS PROGNOSIS JUST A BIT... PREMATURE...

I'M SORRY I GOT YOU INTO THIS, DAREDEVIL!

IT'S GETTING *OUT* THAT WORRIES ME, CAP!

WE CAN'T LAST MUCH LONGER IN THIS INFERNO!

AND AS THE BLIND ADVENTURER SCRAMBLES FORWARD, HIS EVERY REMAINING SENSE STRAINING TO PIERCE THE THICK, SWIRLING SMOKE AND CRACKLING FLAMES--

--THE FIRE-GUTTED STRUCTURE SHUDDERS IN ITS FINAL DEATH-THROES. BLACK, CHARRED TIMBERS SUDDENLY SNAP ABOVE HIM LIKE BRITTLE BONES...

UNGHH!

DAREDEVIL! NO!

IN AN INSTANT, THE SENTINEL OF LIBERTY IS AT HIS FRIEND'S SIDE -- PULLING, HEAVING -- IGNORING THE FLAMES THAT MAKE HIS OIL-SOAKED GAUNTLETS SIZZLE AND SMOLDER.

FOR SEVERAL LONG, AGONIZING SECONDS... SECONDS THAT SEEM MORE LIKE HOURS TO A PAIN-WRACKED DAREDEVIL...THE CRUSHING, BURNING WEIGHT OF THE SMOULDERING BEAM DOES NOT YIELD.

NEITHER DOES CAPTAIN AMERICA.

THE MAN... THE HERO... ENDURES!

ARE YOU ALL RIGHT? CAN YOU WALK?

I...I THINK SO, CAP. BUT YOUR HANDS...

THEY'LL HEAL, ONCE WE GET OUT OF HERE!

IF WE GET OUT OF HERE, YOU MEAN!

NO :KOFF: WE CAN'T GIVE UP HOPE! :KAFF: IF THERE'S A WAY OUT :KOFF: WE'LL FIND IT!

INCREDIBLE! HALF-BLINDED BY THE SMOKE--PROBABLY HALF-DEAD AS WELL--HE STILL REFUSES TO GIVE UP! THE LEGENDS DON'T DO THIS MAN JUSTICE!

LUCKILY THE SMOKE DOESN'T BOTHER MY RADAR-SENSE! I'LL BE OUR 'EYES' UNTIL--

CAP! LOOK OUT!

NO! THAT SECTION OF ROOFING IS ABOUT TO COLLAPSE... AND CAP DOESN'T SEE IT!

KA-THWOOM!

I GUESS THAT MAKES US EVEN, DD, BUT THAT DEBRIS BLOCKED OUR EXIT! WE CAN'T GO THAT WAY!

FOLLOW ME, CAP, AND STAY CLOSE TO THE WALL!

I THOUGHT IT FELT COOLER HERE! THE FIRE HASN'T REACHED THIS FAR YET! IF I CAN JUST--WAIT! I HEAR ...RUNNING WATER!

BUT THAT'S IMPOSSIBLE, UNLESS...

HALLELUJAH!

CAP... TAKE A STRIDE FORWARD, AND THEN SLAM OUT WITH YOUR SHIELD!

KATHANG

I READ YOU, DAREDEVIL-- LOUD AND CLEAR!

I DON'T KNOW HOW YOU FOUND THAT WATERPIPE, SON--I COULDN'T SEE A THING!

BUT I'M NOT COMPLAINING!

CAP, I HATE TO... UH... RAIN ON YOUR PARADE--

YOU WON'T HAVE TO, IF YOU CAN SNAG THAT WATERTOWER WITH YOUR BILLY CLUB LINE!

--BUT IT SOUNDS LIKE WHAT'S LEFT OF THE ROOF IS ABOUT TO COME CRASHING DOWN AROUND OUR EARS! I DON'T WANT TO GO THROUGH THAT AGAIN!

THWIP!

THWAP!

IF? BELIEVE ME, I COULD HIT IT WITH MY EYES CLOSED!

YOU FIRST, CAP! HURRY!

SECONDS LATER...

TH-THIS IS MURDER ON MY BLISTERED HANDS, BUT IT'LL BE DAREDEVIL'S DEATH IF I LET HIM DOWN NOW!

THAT'S IT, SON, JUST A LITTLE FURTHER AND YOU'LL BE HOME...

SKREEEK

...FREE?!

OH, NO! THE WATERTOWER!

KA-

-RASH

JUMP, SON! JUMP FOR ALL YOU'RE WORTH!

BUT EVEN AS A LIVING LEGEND AND THE MAN WITHOUT FEAR SCRAMBLE FOR THEIR VERY LIVES-- ON THE OTHER SIDE OF THE FIREBOUND WARE-HOUSE...

DRIVE ON, MY DEAR DIRECTOR! WE HAVE MUCH TO DO THIS NIGHT--

"--AND I HAVE SPENT TIME ENOUGH GLORYING IN THE DEMISE OF THE AVENGER AND HIS MEDDLESOME FRIEND.

"A PITY, THOUGH... HAVING CAPTAIN AMERICA IN MY CONTROL WAS MOST SATIS-FYING. SUCH A MAGNIFICENT SPECIMEN!

"BUT, ALAS, NOTHING HUMAN COULD HAVE POSSIBLY SURVIVED THAT HOLOCAUST."

WHUFF! CAP ?

O-OVER HERE, SON... WE...MADE IT!

KOFF CAP... COULD YOU DO ME... JUST ONE FAVOR?

SURE... WHAT?

PLEASE... DON'T CALL ME "SON."

LATER...

AND YOU DON'T HAVE ANY IDEA WHAT THE NATIONAL FORCE WAS AFTER, OR WHERE THEY'VE GONE?

SORRY, COMMISSIONER, I'M AS MUCH IN THE DARK AS YOU.

I SHOULD HAVE REALIZED THAT FAUSTUS WAS BEHIND THE GRAND DIRECTOR AND HIS NEO-NAZI CULT.

THE NATIONAL FORCE'S ACTIVITIES HAD ALL THE MARKINGS OF FAUSTUS' CRAZED PSYCHOLOGICAL 'EXPERIMENTS'.

"BUT WHAT IS FAUSTUS UP TO? WHAT DOES HE HOPE TO GAIN BY TURNING RATIONAL PEOPLE INTO FANATICS? DID HE TWIST SHARON CARTER'S MIND--AS HE LATER DID MINE-- JUST FOR REVENGE?

"SHARON... I DON'T EVEN KNOW IF SHE'S ALIVE OR DEAD.

"IF SHE ACTIVATED HER BELT'S SELF-DESTRUCT DEVICE, LIKE THOSE OTHER CULTISTS DID... I'D RATHER NOT CONSIDER THAT.

"THE GRAND DIRECTOR... WHERE DOES HE FIGURE INTO ALL THIS?

"WHEN I SAW HIM DURING MY... BRAIN-WASHING... HE SEEMED TO HAVE MY FACE! OR... WAS THAT JUST AN HALLUCINATION?

IF I HOPE TO GET ANY ANSWERS, I HAVE TO FIND FAUSTUS. BUT WHERE DO I START? IF I ONLY HAD A... CLUE?

COMMISSIONER! TAKE A LOOK AT THIS!

PART OF A PACKING CRATE! THERE'S AN ADDRESS, BUT IT'S SO BADLY BURNED, I'M AFRAID--

LET ME HAVE IT, SIR.

NONE PRESENT REALIZE IT, BUT THE BLIND HERO'S HYPER-SENSITIVE **HANDS** "READ" WHAT SIGHTED MEN CANNOT, AND...

I'VE GOT IT!

MEANWHILE, AT A SMALL, PRIVATE AIRFIELD OUTSIDE LAKEHURST, NEW JERSEY...

OH, BOY! HERE COME THE CROWDS ALREADY! THIS IS GONNA BE ONE LONG DAY...

THE LAKEHURST AIR PAVILLION

SORRY, FOLKS, YOU'RE A BIT EARLY! THE AIR SHOW DOESN'T START UNTIL--

WELL, BLESS MY SOUL! CAPTAIN AMERICA!

CAP, I'M ONE'A YOUR BIGGEST FANS, AND I...I...

...I NEVER SEEN YOU DRESSED LIKE THAT BEFORE! WHAT'S GOIN' ON HERE?

RATHER AN OBTUSE LITTLE MAN, ISN'T HE, MY DEAR DIRECTOR?

HE'S A LACKEY, FAUSTUS!

SPRITT

HEY :KOFF: WHAT--?

A LACKEY AND A FOOL!

LET US PASS, FOOL! WE HAVE A NATION TO SAVE!

THE GAS WORKED PERFECTLY, DOCTOR.

GO...ON IN...SIR.

AIR SHO

WAS THERE EVER ANY DOUBT, MY BOY?

SHORTLY...

THAT'S THE LAST OF THE CANISTERS, FAUSTUS! BUT I STILL DON'T SEE WHY THIS IS NECESSARY.

I AM BEGINNING TO SUSPECT THERE IS LITTLE YOU *CAN* SEE! EVEN WITH THE ENDORSEMENT OF THE LATE CAPTAIN AMERICA, PEOPLE HAVE HARDLY FLOCKED TO YOUR CAUSE, HAVE THEY?

BUT ALL THAT WILL CHANGE ONCE WE RELEASE OUR MIND-GAS OVER MANHATTAN!

THEN THE NATIONAL FORCE WILL RULE NEW YORK... YOU WILL RULE THE NATIONAL FORCE...

...AND YOU'LL RULE OVER ALL--RIGHT, DOCTOR?

WHAT?!

WE'VE HEARD THAT TUNE BEFORE, HAVEN'T WE, CAP?

TOO MANY TIMES! THERE SEEMS TO BE NO END TO THE MADMEN--

--OR THEIR PETTY SCHEMES OF CONQUEST!

BUT THIS ONE'S COMING TO AN END--AS OF NOW!

HOW DARE YOU PRESUME TO CALL ME MAD?!

KILL THEM! KILL THEM BOTH!!

FAUSTUS, IF YOU THINK ANYTHING OR ANYONE CAN STOP ME NOW, YOU'RE WRONG!

DEAD WRONG!

THEN THINK AGAIN, "CAPTAIN!"

I HAVE PEGGY CARTER-- AND THE WOMAN MEANS NOTHING TO ME! IF HER LIFE MEANS ANYTHING TO YOU--

--THEN I'D ADVISE YOU NOT TO INTER-FERE!

ALL RIGHT, MISTER, I'LL PLAY THIS YOUR WAY... FOR NOW!

FOREVER, YOU MEAN! AMERICA MUST BE CLEANSED!

AND THAT IS OUR SACRED MISSION! HURRY, DOCTOR, WE'RE CASTING OFF!

SPLENDIDLY DONE, MY BOY...

...PERHAPS THERE IS HOPE FOR YOU, YET!

PERHAPS THERE'S HOPE FOR AMERICA, YOU MEAN! SHOULD I... DISPOSE OF THIS?

PATIENCE, MY DEAR DIRECTOR, IS ITS OWN REWARD. WE MAY STILL FIND A USE FOR MISS CARTER!

HEY! THEY DIDN'T WAIT FOR US! THEY--

THEY'RE TAKING OFF, CAP!

AND THEY HAVE PEG! LET'S MOVE IT!

WE'RE TOO LATE!

NO! IT'S *NEVER* TOO LATE!

COME ON, DAREDEVIL, WE STILL HAVE ONE CHANCE!

I HOPE YOU CAN FLY THIS OLD BUCKET OF BOLTS, CAP!

I CAN! HIT THE IGNITION, MAN--

--NOW!

SPUT PUTT

SOMEHOW... SOMEWAY... I'LL SAVE PEGGY! I'LL *FIND* A WAY!

I BELIEVE YOU WILL, CAP--

--AND I'LL HELP YOU ANY WAY I CAN! FAUSTUS HAS TO BE STOPPED... HERE AND NOW!

CAP PULLS BACK HARD ON THE THROTTLE... AND, EVEN AS THE OLD, WORLD WAR ONE FIGHTER PLANE SLIPS INTO THE EARLY MORNING SKY...

POLICE!

ALL UNITS... CORDON OFF THE RUNWAYS! DON'T LET THEM ESCAPE!

THE PLANES! THEY'RE OUR ONLY MEANS OF REJOINING THE GRAND DIRECTOR!

HURRY!

AND SO, DESPITE THE BEST EFFORTS OF THE POLICE...

BLAST IT! TWO OF THEM ARE GETTING AWAY!

LOOKS LIKE IT'S ALL UP TO CAP AND DAREDEVIL, NOW!

HEADS UP, DD, WE'VE GOT COMPANY!

BRING THEM DOWN... IN THE NAME OF THE NATIONAL FORCE!

RATATATAT

WATCH IT, DD! THEY MAY NOT BE EXPERIENCED FLIERS... BUT THEY HAVE FIREPOWER AND WE DON'T!

I CAN SMELL GAS! THEY MUST HAVE HIT A FUEL LINE!

POK POK POK

THE ENGINE'S SPUTTERING... WE'RE TRAILING SMOKE! AND NOW I CAN SENSE THE ENEMY PLANES VEERING OFF-- CIRCLING FOR THE KILL!

OOO

DAREDEVIL, HANG ON! WE'RE LOSING POWER!

BUT IF OUR PLAYMATES THINK WE'RE SITTING DUCKS--

--THEY'D BETTER THINK AGAIN!

KAWHOOM

IT'LL TAKE MORE THAN TWO GOONS WITH MACHINE GUNS TO OUTFOX AN OLD WARHORSE LIKE ME!

BUT THEY AREN'T OUR PROBLEM NOW. CATCHING FAUSTUS IS! THERE'S THE DIRIGIBLE--AT ELEVEN O'CLOCK!

YES, MY RADAR SENSE CAN JUST BARELY MAKE IT OUT.

WE'RE LOSING ALTITUDE FAST! LISTEN UP, DAREDEVIL, EVERY-THING DEPENDS ON YOU!

I DON'T HAVE A PARACHUTE, BUT THERE MAY BE ONE UNDER YOUR SEAT!

CHECK! BUT WHAT--?

TAKE THE STICK, AND HOLD THE PLANE STEADY! I'M HITCHING A RIDE ON THAT DIRIGIBLE!

AFTER I JUMP, POINT THE NOSE TOWARD THE OPEN SEA AND BAIL OUT!

CAP! YOU CAN'T, IT'S TOO DANGEROUS!

I'M NO PILOT, CAP! IF I MAKE ONE MISTAKE...

JUST KEEP THE STICK LEVEL! THAT'S IT, YOU'RE DOING FINE! JUST A LITTLE FURTHER, NOW...

AND THEY CALL *ME* THE MAN WITHOUT FEAR!

BUT, AT THE VERY MOMENT OF CAP'S LEAP, THE BIPLANE'S FUEL-STARVED ENGINE SPUTTERS, NEARLY STALLING IN MID-AIR. FOR ONE DIZZYING SECOND THE TINY CRAFT LURCHES LIKE A BUCKING BRONCO!

NO!!

AND BEFORE A DESPERATE DAREDEVIL CAN REGAIN CONTROL...IT IS FAR TOO LATE!

OH, MY GOD! HE'S GOING TO MISS THE DIRIGIBLE!

NEXT

THE FATAL CONCLUSION OF THE NATIONAL FORCE SAGA...

DEATHDIVE!

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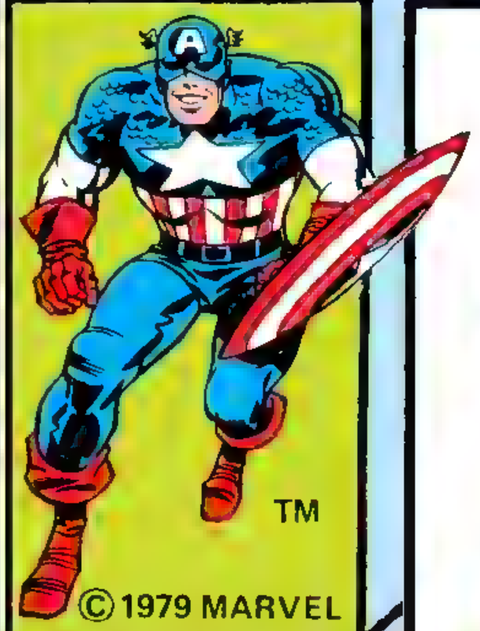

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CAPTAIN AMERICA®

THE DEADLY DESIGNS OF--

DOCTOR FAUSTUS!

P/S

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

SCANT SPLIT SECONDS AGO, **CAPTAIN AMERICA** MADE A DEATH-DEFYING LEAP FROM THE CRIPPLED WORLD WAR I BIPLANE PILOTED BY HIS ALLY **DAREDEVIL** IN A DESPERATE ATTEMPT TO OVERTAKE THE DIRIGIBLE COMMANDEERED BY THE GRAND DIRECTOR AND HIS EVIL MENTOR, **DOCTOR FAUSTUS.**

BUT AT THE CRUCIAL INSTANT OF CAP'S DARING LEAP, THE BULLET-RIDDLED FIGHTER CRAFT LURCHED SUDDENLY, UNEXPECTEDLY FORWARD, SENDING THE STAR-SPANGLED WARRIOR HURTLING DOWN-WARD TOWARD SEEMINGLY CERTAIN DOOM!

LG450

DEATH DIVE!

ROGER McKENZIE PLOT / MICHAEL FLEISHER SCRIPT / SAL BUSCEMA & DON PERLIN - ART / NOVAK, LETTERS SEAN, COLORS / ROGER STERN - EDITOR JIM SHOOTER - ED-IN-CHIEF

WHILE, ABOARD THE SMOKING BIPLANE...

UH-OH! I'M TRAILING SMOKE LIKE A DEFECTIVE ROMAN CANDLE, WHICH MEANS THOSE NATIONAL FORCE GOONS MUST'VE HIT A FUEL LINE WHEN THEY STRAFED US!*

*LAST ISSUE -- ROG.

STILL, I'M PRACTICALLY ON EASY STREET UP HERE COMPARED TO OLD CAP...

... BECAUSE UNLESS MY ***RADAR SENSE*** IS AS SCREWED UP AS THIS PLANE I'M FLYING--

"-- HE HASN'T GOT A SNOWBALL'S PRAYER OF GRABBING HOLD OF THAT DIRIGIBLE!"

ALL OF WHICH MEANS THAT MY FIRST PRIORITY IS TO TRY TO USE MY LAST THIMBLEFUL OF FUEL TO FLY THIS AIRBORNE TINDERBOX AS CLOSE AS I CAN TO CAP!

SO, WE PULL BACK ON THE THROTTLE, EXECUTE A LOOP-THE-LOOP AND--!

THAT'S A BOY, DD! THAT WAS PRETTY GOOD FOR A--

KACHUNK

OMIGOSH! SHE'S... SHE'S STALLED OUT!

AT THE SAME INSTANT...

UNLESS I WANT MY FIGHTING CAREER TO END WITH A SPLAT, I'D BETTER FIND SOME WAY TO GRAB HOLD OF THAT DIRIGIBLE!

IF I CAN SHIFT MY BODY INTO THE TRADITIONAL *SKY-DIVER'S* STANCE...

...DEPLOY MY SHIELD TO TAKE MAXIMUM POSSIBLE ADVANTAGE OF THE WIND RESISTANCE--

--I JUST MIGHT BE ABLE TO... TO SLOW MY DESCENT EVER SO SLIGHTLY... MAYBE MANEUVER MYSELF WITHIN REACH OF THOSE TAIL FINS!

WIND UP HERE IS... BATTERING AT ME LIKE A... *SLEDGEHAMMER!*

BUT I'VE GOT TO FORGET THE PAIN! G-GOT TO... FORGET IT!

I-I THINK I CAN DO IT! JUST A FEW INCHES... MORE!

JUST A FEW... INCHES...

THIS IS LIFE OR DEATH--AND IT'S GOING TO BE A MATTER OF... INCHES!

NO--!!

GOOD GOD! CAP! H-HE DIDN'T MAKE IT! H-HE'S *DOOMED!*

AND I'M NOT IN MUCH BETTER SHAPE *MYSELF!* THE ENGINE ON THIS THING IS AS DEAD AS A MACKERAL--

--AND THE WHOLE BLASTED CONTRAPTION IS GOING DOWN LIKE A STONE!

WELL, ALL RIGHT! MAYBE THE ENGINE HAS GIVEN UP THE GHOST, BUT I CAN STILL MANEUVER THIS ORANGE CRATE A LITTLE BIT BY WORKING THE AILERON!

HE'S FALLING RIGHT TOWARD THE HEART OF THE CITY! I'VE GOT TO GET CLOSER TO HIM SOMEHOW! TRY TO THINK OF SOME WAY TO HELP HIM!

THAT'S DAREDEVIL! HE'S HEADED RIGHT PAST ME... GOING TO CRASH!

HE'S SHOUTING *SOMETHING!* BUT ***WHAT?*** WITH THE WIND RUSHING PAST MY EARS, I-I CAN'T HEAR HIM!

THERE IT GOES! I'VE THROWN HIM MY ***BILLY CLUB!***

I JUST PRAY TO GOD HE ***CATCHES*** IT--

--AND USES IT LIKE I'VE ***TOLD*** HIM TO!

THE SLENDER RED BATON HURTLES THROUGH THE AIR--

--TO BE CAUGHT IN THE VISE-LIKE GRIP OF A CRIMSON-GAUNTLETED FIST!

OKAY, SO I'VE GOT IT! NOW WHAT AM I SUPPOSED TO DO WITH IT?

WAIT A MINUTE-- I'VE SEEN DD USE THIS THING! IT'S GOT A TENSILE-STEEL LINE IN IT! THERE MUST BE A HIDDEN STUD SOMEWHERE THAT ACTIVATES--

WHA--?! LOOKS LIKE YOU LUCKED OUT, OLD MAN! THERE IT GOES!

TWANG

CAP'S LUCK HOLDS! THE STEEL CORD SNAKES OUT LIKE A BULLWHIP--

--COILING TIGHTLY AROUND A FLAGPOLE EIGHT STORIES ABOVE THE STREET!

BETTER BRACE MYSELF! WHEN THIS THING GOES TAUT, IT'S LIKELY TO JERK MY ARM RIGHT OUT OF ITS SOCKET! AND IF I LOSE MY GRIP ON IT, IT'S--

YEE-ARGH!

A-AT LEAST THAT BATON GADGET BROKE MY MOMENTUM--! WAIT! THAT AWNING--!

IF I JUST CURL UP INTO A BALL BEHIND MY SHIELD, MAYBE THAT AND THE AWNING WILL BREAK MY--

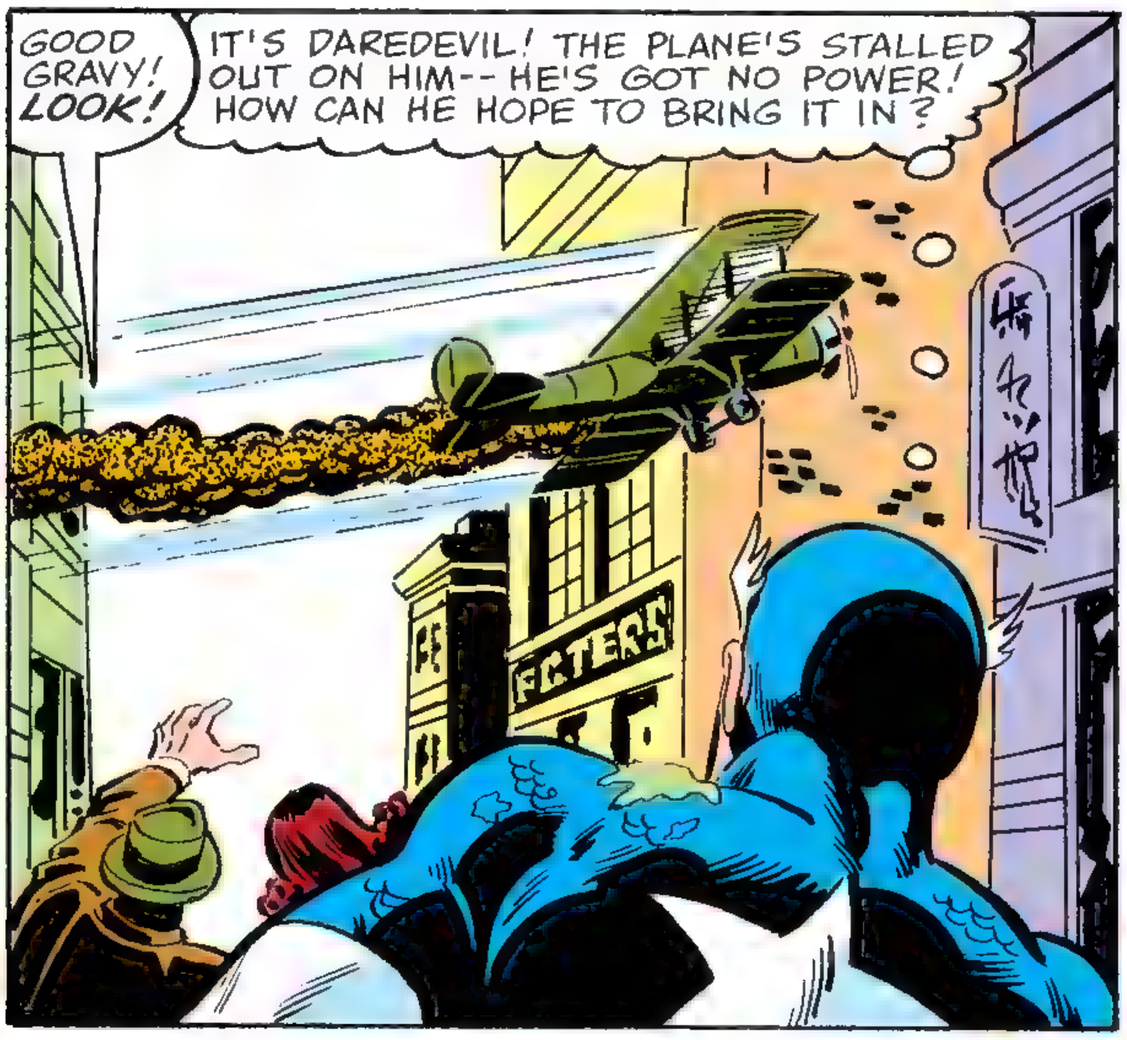
"--FALL!"

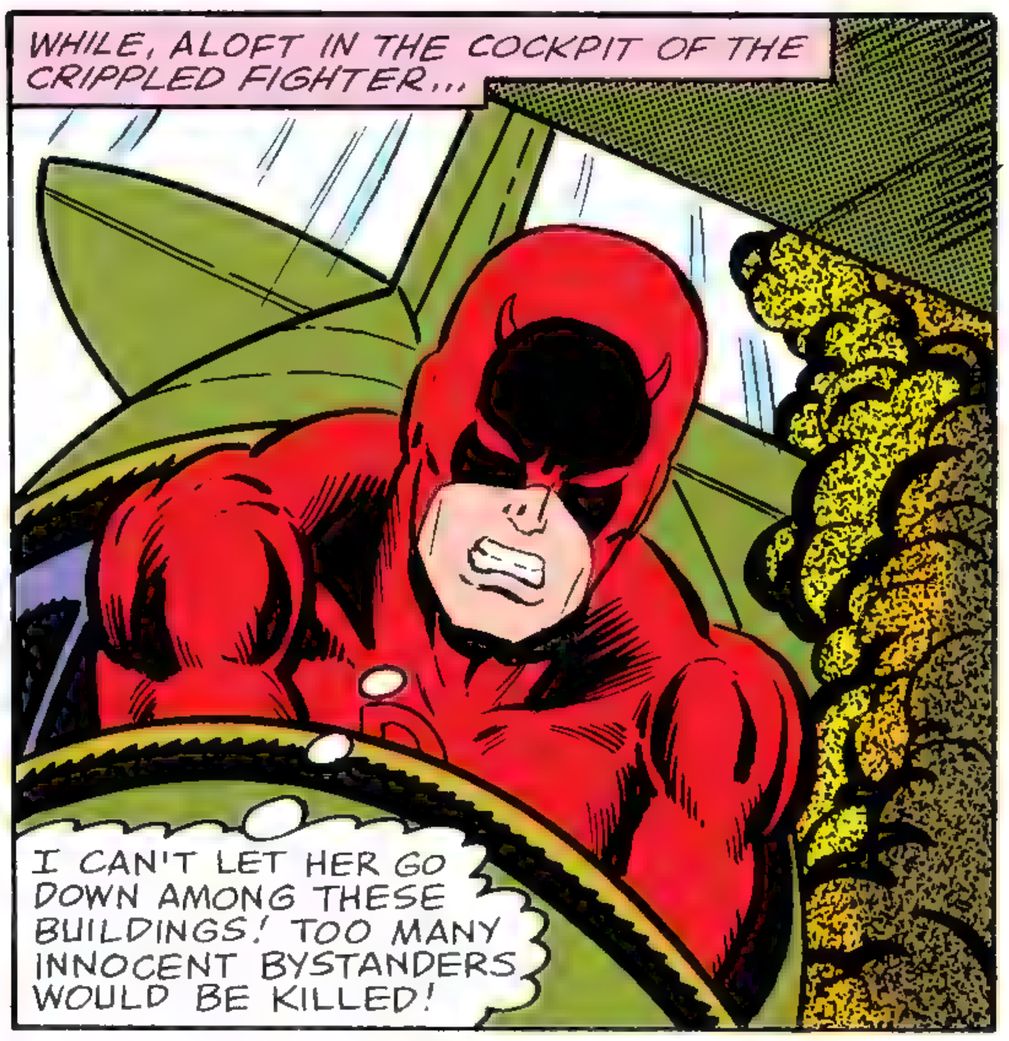
KARASSH

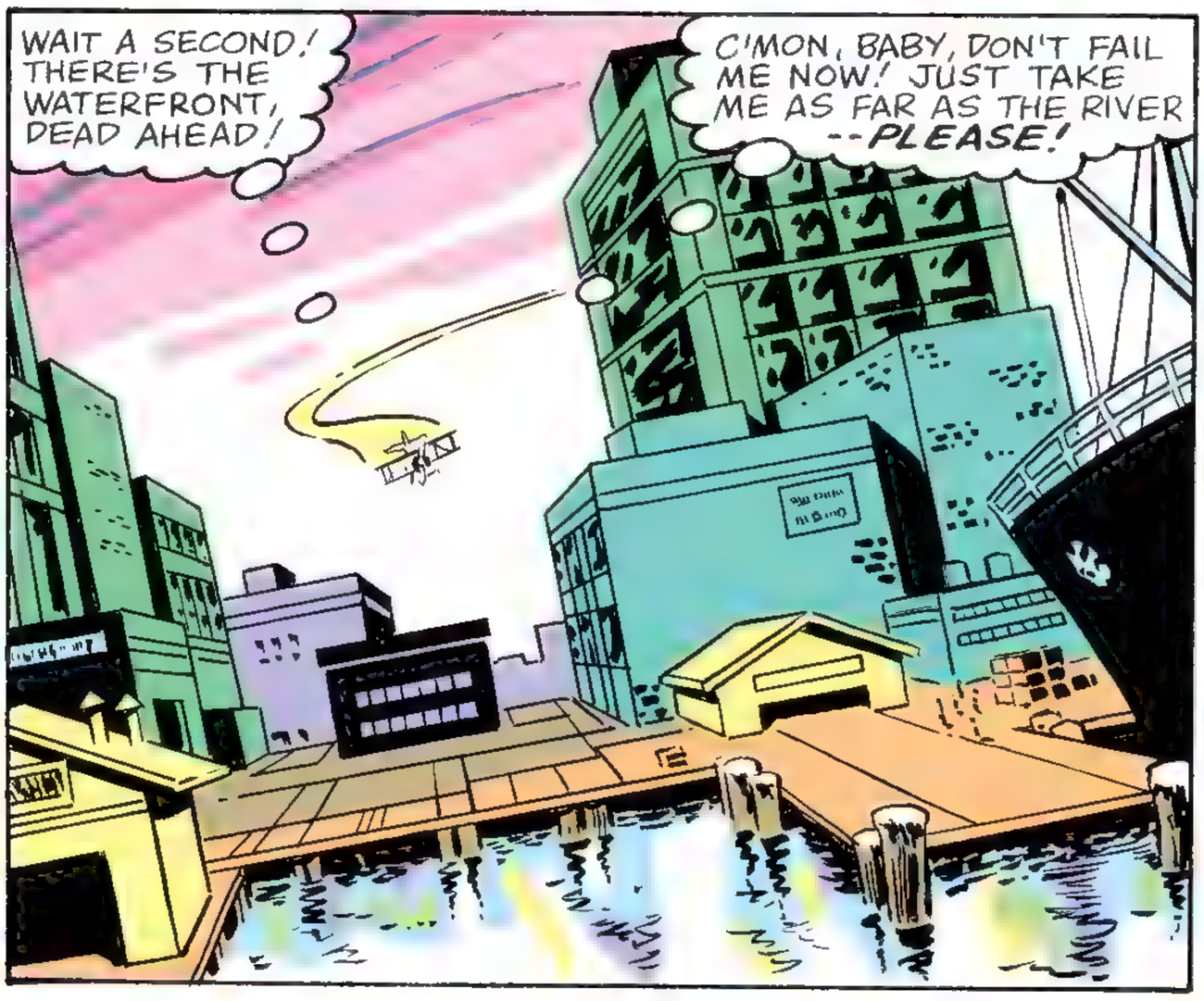
HOLY COW, MISTER! ARE YOU ALL RIGHT?
A-ARE YOU--

--ALIVE? YEAH, I'M ALIVE! I-I'M AFRAID I'VE MANAGED TO CRACK A COUPLA RIBS IN THE BARGAIN, BUT--

WHAT--? THAT NOISE!


GOOD GRAVY! LOOK!
IT'S DAREDEVIL! THE PLANE'S STALLED OUT ON HIM-- HE'S GOT NO POWER! HOW CAN HE HOPE TO BRING IT IN?
FIGHTERS


WHILE, ALOFT IN THE COCKPIT OF THE CRIPPLED FIGHTER...
I CAN'T LET HER GO DOWN AMONG THESE BUILDINGS! TOO MANY INNOCENT BYSTANDERS WOULD BE KILLED!


WAIT A SECOND! THERE'S THE WATERFRONT, DEAD AHEAD!
C'MON, BABY, DON'T FAIL ME NOW! JUST TAKE ME AS FAR AS THE RIVER --PLEASE!

WILSON! LOOK!
I-I SEE IT, BUT I DON'T WANNA BELIEVE IT!

YOU'LL BELIEVE IT WHEN THAT BABY HITS, ALL RIGHT! C'MON, DUCK FOR COVER!

WOBBLING LIKE A WOUNDED BIRD, THE BATTERED BIPLANE HITS THE WHARF HARD, SHATTERING ITS LANDING GEAR, FISHTAILING WILDLY--

--AND PLOWING INTO A STACK OF CRATES WITH A THUNDEROUS--

KA-RRAASSH

AND MOMENTS LATER...

WHOEVER WAS FLYIN' THAT CRATE'S A GONER, FOR SURE!

I HATE TO AGREE WITH YOU, MISTER, BUT YOU MAY BE--

CAP...?

HUH--?!

H-HOW ABOUT LENDING ME A HAND...?

MEANWHILE, ABOARD THE GIANT DIRIGIBLE, SOARING HIGH OVER NEW YORK--

--THE FASCISTIC GRAND DIRECTOR OF THE NATIONAL FORCE PUSHES A CAPTIVE PEGGY CARTER AHEAD OF HIM ALONG A NARROW CATWALK. AND LEADING THE WAY: THE MALEVOLENT ***DR. FAUSTUS!***

THIS SICK SCHEME OF YOURS WILL NEVER SUCCEED! ***NEVER!***

AH, BUT YOU ARE MISTAKEN, MISS CARTER! FOR YOU SEE, MY DEAR LADY--

--I HAVE ***ALREADY*** SUCCEEDED! EVEN AS WE WATCH, THOSE CANISTERS CONTAINING MY INGENIOUS MIND-GAS ARE BEING AFFIXED TO SPECIAL HOOKUPS WITHIN THIS DIRIGIBLE'S EXHAUST SYSTEM!

"AT MY COMMAND, THESE LOYAL NATIONAL FORCE AGENTS WILL BEGIN FLOODING THE CITY WITH IT, BRINGING EVERY MAN, WOMAN AND CHILD IN NEW YORK UNDER MY ABSOLUTE ***MENTAL CONTROL!***"

ONLY ONE MAN MIGHT HAVE THWARTED MY GRAND ENTERPRISE: THE REAL CAPTAIN AMERICA! AND HE CAN NO LONGER INTERFERE WITH US, IS THAT NOT TRUE, MY DEAR DIRECTOR?

YES, IT IS TRUE, DR. FAUSTUS!

CAPTAIN AMERICA IS... DEAD!

OH, NO!

AH, BUT YOU HAVEN'T BEEN INTRODUCED TO THE 'OTHER' STEVE ROGERS--HAVE YOU?

"BUT SURELY, YOU'VE READ ABOUT THE SO-CALLED CAPTAIN AMERICA OF THE 1950'S... THAT RIGHT-WING ZEALOT WHO HAD ASSUMED THE GOOD CAPTAIN'S VERY PERSONA DURING THE McCARTHY ERA...

"...AND WHO WAS SOUNDLY DEFEATED BY THE ORIGINAL AVENGER IN MIAMI SOME MONTHS AGO.*

*CAP # 156 -- R.

"THE PREVIOUS ADMINISTRATION, HOWEVER, FELT SOME RESPONSIBILITY TOWARDS THE BOGUS CAPTAIN AND HIS ERSATZ BUCKY--

"--AND SO, THEY WERE LATER TURNED OVER TO A CERTAIN MENTAL INSTITUTION IN THE CATSKILLS.

"UNFORTUNATELY, FOR THEM, THAT FACILITY WAS ONE OF MANY FRONT COMPANIES FOR THE CRIMINAL ***CORPORATION!*** AND THE HOSPITAL ADMINISTRATOR WAS NONE OTHER THAN MYSELF!

"THE CORPORATION, YOU SEE, HAD USED ITS THEN-CONSIDERABLE POLITICAL CLOUT TO HAVE ME RELEASED FROM PRISON.

"TO SAY THE LEAST, I WAS OVERJOYED WITH MY NEW PATIENTS!"

THEY MADE MOST DELIGHTFUL SUBJECTS FOR THE TESTING OF MY PERFECTED MIND-GAS.

HMMPH! AND THOSE FOOLS IN THE CORPORATION THOUGHT I WAS DEVELOPING THE GAS FOR ***THEIR*** USE! BUT I DIGRESS.

"EVENTUALLY, I ADVANCED THE DOPPLEGANGER HERO'S PSYCHOSIS ENOUGH FOR THE ULTIMATE TEST..."

TAKE THE LUGER, CAPTAIN. KILL BUCKY.

K-KILL... B-BUCKY?

YOU HAVE YOUR ORDERS, CAPTAIN-- CARRY THEM OUT!

K-KILL BUCKY.

KPOW

SPLENDID, CAPTAIN! THAT WAS JUST... SPLENDID!

SO YOU SEE, MY DEAR MISS CARTER, THROUGH HARD WORK, I'VE MADE A NEW MAN OUT OF THIS IMITATION CAPTAIN AMERICA!

AT THAT NOW-INFAMOUS NATIONAL FORCE RALLY IN CENTRAL PARK, IT WAS A CANISTER OF MY MIND-GAS THAT TRANSFORMED THE PEACEFUL CROWD INTO A HATE-FILLED, BLOOD-CRAZED MOB!

IT WAS MY MIND-GAS THAT TURNED YOUR SISTER, ***SHARON CARTER***, AGAINST CAPTAIN AMERICA AND PROVOKED A VIOLENT SHOOTOUT BETWEEN THE NATIONAL FORCE AND THE HOODLUM ARMY OF A HARLEM GANG LORD!

LASTLY AND MOST BRILLIANTLY, IT WAS MY MIND-GAS THAT MADE A MENTAL SLAVE OF CAPTAIN AMERICA, FORCING HIM TO ESPOUSE THE FORCE'S FASCIST CAUSE OVER LOCAL TELEVISION AND EVEN TO ATTEMPT TO KILL HIS FRIEND DARE-DEVIL IN A BATTLE AT OUR WATERFRONT WAREHOUSE! *

*CAPTAIN AMERICA #231-235 -- ROGER.

EVEN AS DR. FAUSTUS GLOATS, HOWEVER, A SLEEK QUIN-JET IS SOARING SKYWARD FROM AVENGERS MANSION, CLEAVING AN IRRIDESCENT SWATH ACROSS THE HAZY EARLY MORNING SKY...

AND INSIDE THE CRAFT, POISED GRIMLY OVER A YAWNING BOMB BAY...

MY CRACKED RIBS ARE...KILLING ME! BUT FIRST-AID WILL HAVE TO WAIT TILL LATER!

CAP-- PLEASE! IF YOU WON'T WAIT FOR THE OTHER AVENGERS, AT LEAST LET ME MAKE THE JUMP!

JUST KEEP YOUR EYES ON THE ROAD, YOUNGSTER! THIS IS ONE JUMP I'VE GOT TO MAKE!

I'VE GOT TO MAKE IT FOR SHARON... SHE MAY BE DEAD BECAUSE OF THOSE HATE-MONGERING VERMIN DOWN THERE!

AND, UNFASHIONABLE AS IT MAY SOUND, I'VE GOT TO DO IT FOR THE NATION. AMERICA COULD NEVER BE THE LAND OF THE FREE ONCE FAUSTUS GOT IT IN HIS SLIMY GRIP!

OH, FACE IT, YOU OLD WAR-HORSE--THIS IS THE KIND OF WORK YOU'VE GOT TO DO YOURSELF!

--I BROUGHT ALONG MY CAN OPENER!

UNNGHH! HATCH COVER...WON'T BUDGE! BUT FORTUNATELY...

MEANWHILE...

YOU'LL NEVER GET AWAY WITH THIS, YOU FASCIST MADMAN!

NO NAME-CALLING, PLEASE, MISS CARTER! MAY I REMIND YOU OF THE OLD ADAGE THAT "STICKS AND STONES MAY--"

THE WAY THINGS STAND RIGHT NOW, FAUSTUS--

--I'D SAY STICKS AND STONES ARE ABOUT THE LEAST YOU HAVE TO WORRY ABOUT!

YOU! BUT IT'S NOT POSSIBLE!

OH, COME NOW, FAUSTUS! THAT'S NO ATTITUDE FOR A RESOURCEFUL MAN LIKE YOU TO HAVE!

DIRECTOR! STOP COWERING THERE ON THE FLOOR LIKE AN AUTISTIC INFANT, BLAST IT! DO SOMETHING!

Y-YES! O-OF ...COURSE! I-I'LL DO...

...SOME-THING!

SLOWLY, HALTINGLY, THE GRAND DIRECTOR'S TREMBLING FINGERS PRESS AGAINST A HIDDEN STUD ON HIS BELT BUCKLE! THERE IS AN OMINOUS, ALMOST INAUDIBLE CLICK!

AND THEN SUDDENLY, IN A WHOOSH OF FLAME AND AN INSTANTANEOUS FLASH OF INCANDESCENT LIGHT, THE DIRIGIBLE'S CATWALK BECOMES A SMOKING PYRE FOR A DERANGED FUEHRER'S TWISTED DREAMS...

IT WAS NOT THE 'SOMETHING' FAUSTUS EXPECTED.

GOOD LORD.

UP ON THE CATWALK! LOOK!

IT'S OUR BELOVED DIRECTOR! HE MARTYRS HIMSELF IN THE NAME OF OUR GLORIOUS CAUSE!

COME ANY CLOSER, CAPTAIN AND I'LL CRACK HER SPINE LIKE A ROTTEN WALNUT!

DON'T TRY IT, FAUSTUS--YOU'RE THROUGH!

NOT QUITE! NOT WHILE I STILL HAVE THE CHANCE TO RELEASE MY MIND-GAS!

WHAT ARE YOU WAITING FOR, FOOLS? GET UP HERE-- ATTACK HIM!

WE HEAR-- AND OBEY!

NOW, MY DEAR MISS CARTER, SHALL--

YEOWW!

DON'T WORRY ABOUT ME, CAP! I'M IN THE CLEAR!

BUT WATCH OUT! HERE COME FAUSTUS'S GOONS!

CAN'T HEAR YOU, PEG! YOU SAY SOMETHING ABOUT GOONS?

OOOFF!

GNNGHH!

'GOONS' IS RIGHT! AS REAL ACCOMPLICES, THEY'RE NEXT TO WORTHLESS! BUT THEY'LL KEEP THAT FLAG-DRAPED MEDDLER BUSY LONG ENOUGH FOR ME TO FLOOD NEW YORK WITH MY GAS!

INDEED,..

GOT TO FINISH THESE GUYS OFF BEFORE... BEFORE THEY GET TO THEIR FEET AND...AND START COMING BACK FOR... MORE! IF ONLY MY...RIBS WEREN'T SO... SO...

LOOK, BROTHERS! THE DECADENT LACKEY OF THE OLD ORDER HAS BEEN WEAKENED BY OUR ATTACK!

ONE FINAL ASSAULT... AND VICTORY IS *OURS!*

PRIMARY FLOW VALVE...RELEASED! NOW FOR THE SECONDARY!

BUT WHILE THE MALEVOLENT FAUSTUS FIENDISHLY TWISTS HIS NUMBERED DIALS IN A DESPERATE ATTEMPT TO KEEP ALIVE HIS MADMAN'S DREAM OF EMPIRE--

--CAPTAIN AMERICA BATTLES VALIANTLY ONWARD WITH EVERY LAST VESTIGE OF HIS WANING STRENGTH-- SCATTERING THE NEO-FASCIST GOONS LIKE BOWLING PINS...

...RIPPING THE FLAME-BELTS FROM THEIR BODIES TO PREVENT FURTHER DERANGED ACTS OF SELF-IMMOLATION!

WHILE AT THAT SAME INSTANT...

I'VE DONE IT! JUST ONE MORE VALVE TO TURN!

JUST ONE--

UNGHHH!

WHUK

I DON'T BELIEVE IT! I WON'T BELIEVE IT!

DON'T BELIEVE IT IF YOU DON'T WANT TO, FAUSTUS! BUT EVERY BELT YOU SEE HERE REPRESENTS A WITNESS TO YOUR CRIMES...

...A WITNESS WHO WILL LIVE TO TESTIFY AGAINST YOU IN A COURT OF LAW!

YOU'RE A SANCTIMONIOUS FOOL, CAPTAIN! LOOK BEHIND YOU, AT THOSE FLAMES! NONE OF US WILL LIVE LONG ENOUGH TO TESTIFY AGAINST ANYBODY!

YOU'LL LIVE LONG ENOUGH, FAUSTUS! BY GOD, I'LL SEE TO THAT!

BUT AS THE FIRE SPREADS TO THE HELIUM GAS BAGS THAT KEEP THE DIRIGIBLE ALOFT, THE GIANT CRAFT SUDDENLY LURCHES VIOLENTLY, AND...

A VALVE IN THE HAND, EH, CAPTAIN? FATE FAVORS ME AGAIN!

NOW WATCH CAREFULLY, YOU RED-WHITE-AND-BLUE IDIOT! WATCH CAREFULLY, WHILE I--

FAUSTUS! THOSE METAL BRACES ARE GIVING WAY! THE GAS CANISTERS--!

AN OLD TRICK, CAPTAIN! DO YOU ACTUALLY EX--

NO!

IT...CAN'T END LIKE THIS. NOT WHEN I WAS SO CLOSE!

EVEN AS DR. FAUSTUS FALLS BEFORE THE CRUSHING WEIGHT...

...HIS DIRIGIBLE STRONGHOLD PLUNGES INTO THE GARBAGE-STREWN WATERS OF NEW YORK HARBOR...

...ITS PASSENGERS BOBBING TO THE SURFACE, ONE BY ONE.

THANK GOD! THAT QUINJET... IT'S SEEN US! IT'S LANDING!

AND, MOMENTS LATER...

GRAB MY HAND, MS. CARTER.

I'LL BE FINE, DAREDEVIL, BUT CAP... CAN YOU SEE CAP?

GRIMLY, THE SIGHTLESS ADVENTURER 'EYES' THE WATERS WITH HIS **HYPER SENSES**. FOR LONG MOMENTS, THERE IS NO SOUND SAVE THAT OF THE LAPPING WAVES.

AND THEN...

LITTLE HELP OVER HERE, DD! GOT A MAN HERE WHO'S DUE FOR A LONG STAY IN THE PRISON HOSPITAL!

WHY... DIDN'T YOU LET ME DROWN? FAUSTUS... CANNOT BE SAVED... BY **YOU!**

WITHIN MINUTES, THE LAST SURVIVORS HAVE BEEN HAULED ABOARD THE AVENGERS' QUINJET--

--AND THE SLEEK CRAFT GOES SOARING GENTLY SKYWARD PAST THE EVER-SERENE FACE OF THE **STATUE OF LIBERTY.**

ONLY THEN, DOES THE LIVING SYMBOL OF LIBERTY FEEL THE TENSION OF THE PAST WEEK LEAVE HIS WEARY MUSCLES.

YET, THERE IS NO CHANGE IN HIS RESOLUTE GAZE. THE DANGER TO FREEDOM HAS ABATED... BUT NEVER SHALL IT END.

NEXT

A NEW LIFE FOR CAPTAIN AMERICA... **FROM THE ASHES!**

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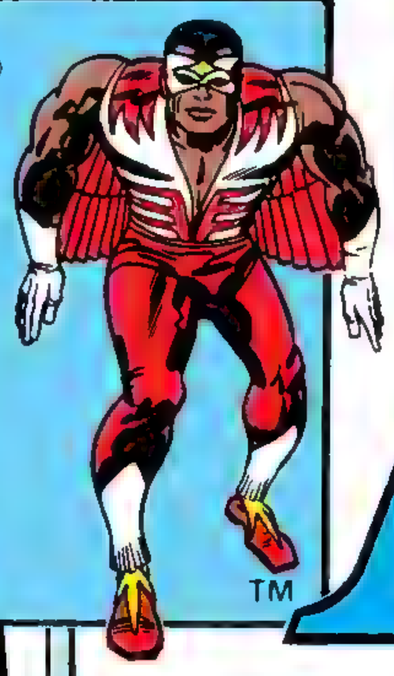
THE FALCON™



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AT LAST! IN HIS OWN FULL-LENGTH ADVENTURE!

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...TO STALK THE SILENCER!

M.J.

SAM WILSON, a survivor of America's ghettoes. . .who, inspired by the living legend of another era, arose from adversity to become a hero. And now, with the aid of a super-scientific flying apparatus, Sam Wilson stalks the skies of the city. . .a force for peace and justice!

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CONSIDER YOURSELF INVITED...AND HONORED, AS WELL, THE BODAVIAN EMBASSY DOESN'T THROW OPEN ITS DOORS TO JUST ANYBODY...

THE FALCON... AND FRIEND

WHY DIDN'T SOMEONE TELL ME IT WAS BLACK TIE? I FEEL ABOUT AS OUT OF PLACE AS LEON SPINKS IN A COLGATE COMMERCIAL!

OH, WELL...GUESS BLACK TIE DOESN'T QUITE MAKE IT WITH THIS OUTFIT, ANYWAY...

SOUND OF THE SILENCER

MARK EVANIER
WRITER
SAL BUSCEMA
AND
DAVE SIMONS
ARTISTS
JIM NOVAK
LETTERER
BEN SEAN
COLORIST
ROGER STERN
EDITOR
JIM SHOOTER
EDITOR-IN-CHIEF

LG474

SO DELIGHTED TO HAVE YOU HERE, MR. FALCON. YOUR ADVENTURES HAVE BEEN WELL REPORTED IN BODAVIA.

WOULD YOUR "BIRD" CARE FOR ANYTHING, SIR?

NOT UNLESS YOU'VE GOT SOME DEAD RAT HORS D'OEUVRES.

I AM THE BARONESS LEAH, YOUR HOSTESS. I CAN'T BEGIN TO TELL YOU HOW HONORED WE ARE.

THANKS... BUT I WANT TO EXPLAIN WHY CAPTAIN AMERICA COULDN'T MAKE IT...

HE WANTED TO MEET YOUR MR. ROSKOFF, BUT THIS THING CAME UP...

NO EXPLANATIONS NECESSARY. MAY I PRESENT MR. THOMAS TELLER, AMERICAN LIAISON TO BODAVIA...

AND THIS IS COUNT BARZON, THE PREMIER MEMBER OF BODAVIAN SOCIETY...

A PLEASURE.

SO GLAD YOU COULD MAKE IT.

I RECOGNIZE MR. ROSKOFF FROM THE NEWSPAPERS. HIS SPEECHES REALLY HAVE A LOT OF FOLKS INFLAMED.

SOMETIMES, I THINK SIGJID SAYS THOSE THINGS JUST TO GET PEOPLE MAD.

SIGJID ROSKOFF, MEET OUR OTHER GUEST-OF-HONOR, THE FALCON...

I DID NOT THINK CAPTAIN AMERICA WOULD CONFRONT ME--THE COWARD!

YOU SEE? HE LOVES SAYING THOSE THINGS, MR. TELLER... COUNT BARZON... LET US LEAVE THESE GENTLEMEN TO BECOME BETTER ACQUAINTED.

I ALREADY KNOW WHO-- AND WHAT-- THIS MAN IS...

OH, CAP... WHAT I PUT MYSELF THROUGH FOR YOU!

...AND I KNOW WHAT YOU'RE THINKING-- HOW CAN I CALL A MAN A "COWARD" WHEN HE HAS FACED THE HORRORS THAT YOUR CAPTAIN AMERICA HAS...

WELL, A COWARD IS WHAT HE IS--AFRAID TO FACE THE TRUTH ABOUT HIMSELF... AND THE HYPOCRISY HIS VERY COSTUME HAS COME TO STAND FOR...

YOU WANT TO EXPLAIN THAT REMARK?

YOU ARE AWARE OF THE DEATH THREATS I'VE RECEIVED-- ?

IN THE LAND WHERE FREEDOM OF SPEECH IS THE CREDO, SO MANY BELIEVE IT STARTS AND STOPS WITH WHAT THEY WANT TO HEAR...

...SO A FEW YAHOOS DON'T WANT YOU TO LECTURE...

...YOU GONNA WRITE OFF A 200-YEAR-OLD COUNTRY 'CAUSE OF THAT? AND WHAT'S IT GOT TO DO WITH CAP, ANYWAY?

THINK OF IT! A MAN DONS THE SYMBOL OF A NATION THAT PREACHES PEACE AND HOW DOES HE SOLVE PROBLEMS? WITH HIS FISTS! SO MANY UNPATRIOTIC THINGS DONE IN THE NAME OF PATRIOTISM...

MR. ROSKOFF, IF YOU THINK...

...AND THAT'S ALL THE REBUTTAL TIME THE FALCON HAS...

...BEFORE A VISITOR (UNWELCOME VARIETY) SHOWS UP...

BA-LAMM!

OKAY, WHERE IS HE? WHERE'S ROSKOFF?

I'VE GOT SOMETHING FOR THAT VIPER -- SOMETHING HE'S DESERVED FOR A LONG TIME!

FORGET ABOUT THAT SPEECH YOU WERE GOING TO GIVE, ROSKOFF!

THERE, FALCON -- THERE IS PROOF OF WHAT I TOLD YOU! THIS IS HOW YOUR PROPHETS ALWAYS DIE!

ROSKOFF, GET OUTTA THE WAY!

YOU'RE JUST FULL OF WORDS, ROSKOFF -- BUT NO MORE! THAT'S THE LAST THING YOU'LL EVER SAY!

AAAAAGH...

SKRAWWWW!

MAN, I DON'T KNOW WHO YOU ARE... I DON'T EVEN KNOW WHAT YOU ARE... BUT I KNOW WHERE YOU'RE GOIN'!

IT'S A CHARMING PLACE CALLED THE SLAMMER!

WUMP!

IF THEY GAVE GREEN STAMPS FOR BEIN' CRAZY, YOU'D HAVE NINETEEN TOASTERS...

YOUR OLD PARTNER WOULD BE ASHAMED OF YOU, FALCON-- PROTECTING A MAN LIKE ROSKOFF!

ARRRRR...

WHAT'S WRONG?

NEVER TURN YOUR BACK, FALCON...

NOT ON SOMEONE LIKE ME!

WHAP!

HAVING TROUBLE TALKING, ROSKOFF? CAN'T MAKE ANY MORE OF YOUR INSIDIOUS SPEECHES?

NOW YOU KNOW WHY THEY CALL ME THE SILENCER!

ARRRRRRR...

I DON'T KNOW WHY THEY LET SCUM LIKE YOU INTO THIS COUNTRY... WE'VE GOT ENOUGH HOME-GROWN TRAITORS SPOUTING OFF PROPAGANDA...

ARRRR...

BUT I'M GOING TO CHANGE ALL THAT!

GO AFTER THEM! HE TOOK MR. ROSKOFF! YOU'VE GOT TO SAVE HIM!

LADY, I FIGURE ON DOIN' JUST THAT!

WAY TO GO, REDWING! YOU CHECKED OUT WHICH WAY THEY WERE HEADED, DIDN'T YOU?

NOW, LEAD THE WAY!

THAT SILENCER DUDE'S REALLY ASKIN' FOR IT!

AND SO FALCON FOLLOWS FALCON ACROSS TOWN...

STUPID, STUPID, STUPID, MAN-- LETTING HIM PUNCH YOU OUT LIKE THAT...

NOW, HE PROBABLY PLANS TO USE ROSKOFF FOR HIS OWN PROPAGANDA AND...

UH-OH...

LOOKS LIKE I'M ABOUT A MINUTE AND A HALF TOO LATE.

"I, SIGJID ROSKOFF DO HEREBY RENOUNCE MY PAST POSITIONS... BLAH BLAH BLAH... APOLOGIZE FOR STATEMENTS AGAINST THE U.S. ... BLAH BLAH BLAH..."

THE SILENCER WROTE THIS OUT AND MADE ROSKOFF SIGN IT BEFORE HE KILLED HIM...

REALLY MEANINGFUL.

BAR

WHAT'S THIS--?

THERE ARE TINY LITTLE *DOTS* UNDER CERTAIN LETTERS. ROSKOFF MUST HAVE PUT THEM THERE! HMM...

I, Sigjd Roskoff, do hereby renounce my past position on the issues of [illegible] and apologize for statemen against the U.S. which none of the follow

"O...T...T...F...F...S...S... E...N"... I GET THE FEELING THIS MEANS SOMETHING. ONLY WISH I KNEW WHAT IT WAS.

BEFORE THE DAY IS OUT, THE DRAMA SHIFTS TO THE LOCAL POLICE PRECINCT...

AUTOPSY'S JUST IN, IF YOU'RE INTERESTED!

5TH PRECINCT

ROSKOFF WAS SHOT POINT-BLANK WITH SOME SORT OF NERVE RAY! A MILDER DOSE FROM THE RAY CAUSED HIS VOCAL PARALYSIS EARLIER!

YEAH... I'M STILL LOOKING AT THIS NOTE.

YOU LISTENING, FALCON?

I CAN'T GET OVER THE IDEA THAT IF I FIGURE OUT WHAT "OTTFFSSEN" MEANS, I'LL...

THERE HE IS, BARONESS-- THAT'S WHAT PASSES FOR A "HERO" IN THIS COUNTRY!

COUNT BARZON, PLEASE. HE TRIED TO SAVE SIGJID... REALLY, HE DID

"TRIED?" THE GREATEST WRITER AND PHILOSOPHER OF OUR COUNTRY LIES DEAD AND I'M SUPPOSED TO BE PACIFIED BECAUSE THIS INCOMPETENT "TRIED"?

MAYBE HE'D HAVE TRIED HARDER IF IT HAD BEEN SOMEONE ***ELSE*** IN DANGER -- SOMEONE WHO HADN'T SPOKEN TRUTHS ABOUT HIS CAPTAIN AMERICA! MAYBE HE WASN'T TERRIBLY ANXIOUS TO SEE ROSKOFF SAVED!

MISTER, YOU HAVE THE BRAINS OF A HOCKEY PUCK.

SERGEANT, I DEMAND ACTION! I DEMAND YOU SPARE NO MANPOWER TO BRING ROSKOFF'S MURDERER TO JUSTICE. I WILL POST A REWARD!

WE CAN'T COUNT ON THE SELF-STYLED "SUPERHEROES" OF THE WORLD.

WE'LL SEE ABOUT THAT COUNT. WE'LL SEE!

AND YOU CAN PUT YOUR REWARD WHERE THE MOON DON'T SHINE.

BUT THE FALCON ISN'T THE ONLY ONE INTERESTED IN WHAT OTTFFSSEN MEANS...

COME ON, ROBERTSON -- IT'S GOT TO MEAN ***SOMETHING!***

DAILY BUGLE

I DON'T KNOW, J.J. A MAN'S ABOUT TO BE KILLED... YOU THINK HE'S GOT TIME TO PLAY ANAGRAMS?

THAT'S EXACTLY WHAT I THINK!

DAILY BUGLE

DIPLOMAT MURDERED

OLICE BAFFLED

THE FALCON FUMBLED AND IT'S UP TO US TO PICK UP THE BALL! YOU KNOW WHAT I THINK OF SUPERHEROES!

AND NOW YOU'VE GOT YOUR CHANCE TO SHOW ONE UP!

MAYBE OTTFFSSEN STANDS FOR "OLD TONY TIGER'S FROSTED FLAKES SHOULD SELL EVERY NIGHT!"

BY GEORGE, I THINK HE'S GOT IT!

FACE IT, J.J.--YOU CAN GUESS FROM NOW TILL *STAR WARS* IS A HISTORICAL DRAMA AND NOT GET IT!

THERE MUST BE A WAY TO FIGURE IT OUT... THERE MUST!

AND I HAVE IT! WE'LL GET OUR READERS TO DO IT--A *CONTEST!* FIRST PRIZE WILL BE A LETTER THANKING THE WINNER FOR HELPING ME CATCH THE SILENCER!

AND THEY SAY YOU AREN'T A SWEETHEART!

LETTER OR NOT, SOMEONE IS ALREADY WORKING ON THE PUZZLE...

"ON THE TOP FRONT FENCE, SOME SOLDIERS EAT NUTS!"

"NUTS" IS RIGHT. I'M SPENDING A LOTTA TIME AND GETTIN' NO PLACE!

MAYBE IF I HIT THE STREETS I'LL FIND OUT SOMETHING...

...BETTER'N SITTIN' HOME ALONE ANYWAY.

HEY, FALC! GREAT GOING! THAT ROSKOFF CREEP HAD IT COMIN, MOUTHIN' OFF LIKE THAT ABOUT AMERICA!

NO PARKING

LOTTA FOLKS THINK YOU TRIED TO SAVE THAT SUBVERSIVE, BUT YOU AND ME, WE KNOW BETTER--RIGHT?

MAYBE I WILL SIT AT HOME.

YOU MEET A HIGHER CLASS OF PEOPLE!

THE FALCON--A.K.A. SAM WILSON--IS ALONE UNTIL DINNERTIME ROLLS AROUND...

HEY, TALL, DARK AND HANDSOME, YOU'RE GONNA LOVE THIS! IT'S AN ANCIENT HUNGARIAN RECIPE, HANDED DOWN BY THE ROYAL FAMILY...

...THAT SOMEHOW FOUND ITS WAY ONTO THE BACK OF A MUSTARD JAR.

DON'T MONOPOLIZE THE CONVERSATION, SUGAR.

I'M SORRY, LEILA... I GUESS I HAVEN'T SAID MUCH.

ALL I'VE HEARD IS "OCTOBER'S THE TIME FOR FUNNY SNOW SHOES, SOMETHING-OR-OTHER".

MAYBE THE SILENCER PUT THAT THERE TO THROW ME OFF...

HEY, SAM, I COME FROM A BIG FAMILY. IF I WANNA BE IGNORED, ALL I GOTTA DO IS GO HOME! HAVE YOU EVEN HEARD A WORD I'VE SAID?

I'M SORRY, LEILA... DID YOU SAY SOMETHING?

THAT IS *IT*, MAN! THERE'S ONLY ONE CAT AROUND WHO THINKS YOU LET ROSKOFF DIE... A FELLA NAMED SAM WILSON! AND TONIGHT, I JUST CAN'T HACK IT!

AND NOW, MY IMPRESSION OF A DOOR SLAM!

LEILA ISN'T HALFWAY DOWN THE STAIRS BEFORE...

SHE'LL FORGIVE ME. IT MAY TAKE A CENTURY OR THREE, BUT SHE'LL FORGIVE ME.

BUT WHILE IT'S STILL LIGHT OUT, I'M GONNA GO FIND SOMEONE.

DOCTOR'S GET SECOND OPINIONS ...WHY NOT SUPERHEROES?

ANOTHER THING ABOUT DOCTORS: YOU CAN NEVER FIND ONE WHEN YOU NEED ONE...

NO ONE HERE! BUT THE OVEN LOOKS LIKE IT'S BEEN ON SO MAYBE HE DIDN'T GO FAR.

I SURE HOPE NOT. I NEED SOMEONE TO TALK TO, BAD!

IF I DON'T GET THIS THING SOLVED, I'LL GO CRAZY! I'LL HAVE TO FIND ANOTHER LINE OF WORK!

AH, THERE'S THE MAN HIMSELF!

A LITTLE MORE ROADWORK, AND I'LL CALL IT A DAY. I WONDER HOW SAM IS--?

HEY, CAP! WAIT UP!

FALC! I WAS JUST THINKING ABOUT YOU. FIGURE OUT THOSE LETTERS YET?

YOU SAW THE NEWS, RIGHT? WHAT'D THEY SAY ABOUT ME?

FORGET WHAT THEY SAID. IT DOESN'T MATTER.

MATTERS TO ME. WHAT DO YOU KNOW ABOUT ROSKOFF?

NOT A WHOLE LOT. BRILLIANT WRITER... EXILED FROM MORE COUNTRIES THAN THE TSE-TSE FLY! HE WROTE A PIECE ABOUT ME I READ...

SAY ANYTHING INTERESTING?

SORT OF. THE MAN BELIEVED IN THE BILL OF RIGHTS... HE SAID HE WISHED I SPENT MORE TIME DEFENDING IT, LESS TIME FIGHTING NAZI SLEEPERS.

SOUNDS SCREWY TO ME...

BETWEEN THE ENEMIES HE HAD IN BODAVIA AND THE FOLKS HERE WHO WANTED TO SHUT HIM UP, HE WAS SURE HE WOULDN'T LIVE LONG!

WELL, HE WAS RIGHT THERE. DON'T SUPPOSE YOU HAVE ANY IDEA WHAT "O.T.T.F.F.S.S.E.N." MEANS?

DIDN'T THINK SO. SEE YA AROUND, CAP!

I'VE NEVER SEEN SAM THIS DOWN. LETTING ROSKOFF GET KILLED LIKE THAT REALLY SHOOK HIM...

COME TO THINK OF IT, I'D FEEL THE SAME WAY

AN HOUR OF STREET-ROAMING LEADS, FINALLY, TO THIS...

FALCON! COME QUICK! THAT GUY IN THE PAPER... THE DUDE WITH THE RAY-GUN...

THE *SILENCER?* WHAT ABOUT HIM? *WHERE?*

IN THE PARK! THEY'RE HAVIN' ONE OF THOSE FREE SPEECH THINGS-- YOU KNOW, FOLKS RAPPIN' ABOUT THE WORLD...

JUST THE KIND OF PLACE HE'D SHOW UP! THANKS, LI'L BROTHER!

TWO BLOCKS UP AND ONE TO THE LEFT...

HOW COULD YOU PEOPLE LISTEN TO THIS COMMUNIST? YOU THINK THEY HAVE FREE SPEECH IN RUSSIA? FREE SPEECH BELONGS TO AMERICANS.

LEAVE IT TO A JERK LIKE YOU TO FIND A LOOPHOLE IN THE BILL OF RIGHTS.

YOU'D PROTECT THIS SUBVERSIVE? I WAS WRONG ABOUT YOU, FALCON-- YOU ARE AN ENEMY OF FREEDOM!

HEY, MAN-- THE NATIONAL FORCE HAS ALREADY DONE THAT RIFF! * DON'T YOU-- ARRGH!

YOU WON'T DEFEND THESE VIPERS AGAIN-- I'LL SEE TO THAT!

AMERICA FOR AMERICANS!

HE'S NOT GETTING AWAY FROM ME THIS TIME!

*SEE CAP #231-236-- R.

YOU PEOPLE LISTENING TO THAT MAN-- THIS NATION IS BETTER OFF WITHOUT YOUR KIND!

A GRENADE!

THOSE PEOPLE... THEY CAN'T POSSIBLY GET AWAY IN TIME!

MAYBE HE IS GETTING AWAY FROM ME...

...BUT I CAN'T LET THAT FRUITCAKE KILL SOMEONE ELSE!

NOW THE QUESTION IS -- WHAT DO I DO WITH *THIS*?

FWOOOM!

IF I'D TIMED THAT WRONG I'D HAVE BEEN SOME UNDER-TAKER'S JIGSAW PUZZLE!

I KNEW IT-- NO SIGN OF THE SILENCER! I'LL ASK EVERYONE AROUND IF THEY SAW WHICH WAY HE WENT...

... BUT I'LL HAVE TO DO IT IN CHARADES, 'CAUSE I DON'T HAVE A VOICE!

ONE ZAP FROM THAT GUN OF HIS AND IT'S INSTANT HARPO MARX!

THE FOLLOWING MORNING, WHEN A DOCTOR IS FINALLY IN...

IT'S A NUMBING OF THE VOCAL CHORDS. IT SHOULD WEAR OFF SOMETIME TODAY.

WELL, AT LEAST HE DIDN'T TELL ME, "DRINK PLENTY OF LIQUIDS AND STAY OFF YOUR FEET."

HOW LONG?

THE MORNING DAILY BUGLE SAID COUNT BARZON'S GIVING THE SPEECH THAT ROSKOFF WAS GONNA GIVE...

WONDER IF THEIR CONTEST HAS TURNED ANYTHING UP ON THOSE LETTERS?

FUNNY YOU SHOULD ASK, FALCON...

"OLIVER TWIST TOOK FANNIE FLAGG SNOW SKIING EACH NOONTIME!"

"ORANGE TANG TASTES FABULOUS FLAVOR, SAY SPACEMEN ENTERING NEPTUNE!"

WHOSE IDEA WAS THIS STUPID CONTEST, ROBERTSON?

WELL, I STILL BELIEVE IN IT! IN FACT, I'M WILLING TO PUT YOUR JOB ON THE LINE!

YOURS, JJ!

THERE'S ANOTHER TRUCKLOAD OF ENTRIES DOWNSTAIRS... FOLKS ARE DROPPING *MORE* OFF EVERY MINUTE! WANT THEM BROUGHT IN?

GET THEM ***OUT*** OF HERE! BURN THEM! SELL THEM TO ROCK GROUPS AS NEW LYRICS! ANYTHING!

I'M SENDING SOMEONE TO COVER THAT COUNT'S TALK AT THE UNIVERSITY TONIGHT, OKAY?

OUT!

THAT EVENING, THERE IS TRIPLE-SECURITY AT THE UNIVERSITY... PLUS ONE VERY DETERMINED GENT...

I CAN'T SEE HOW THE SILENCER CAN PASS THIS UP...

WELL, WHEN HE SHOWS, THE FALCON WILL BE WAITING FOR HIM. I WANT THAT BOZO.

DO I EVER.

...AND IF MR. ROSKOFF WERE HERE, HE'D ALSO TELL YOU THAT CIVIL RIGHTS ARE A FARCE!

YES, A FARCE -- BECAUSE MEN LIKE THE SILENCER CAN ROAM TO STEAL THE RIGHTS OF EVERY MAN, WOMAN AND CHILD IN YOUR COUNTRY! THAT IS WHAT THE DEATH OF SIGJID ROSKOFF MEANS!

KRAACHH!

THE SILENCER!

WELL, I'LL NOT MEET THE SAME FATE AS ROSKOFF! IF THIS COUNTRY CANNOT STOP YOU, I WILL!

UH-OH--THE COUNT'S OUT FOR BLOOD...

...AND I WANT THAT TURKEY ALIVE!

THE DEATH OF SIGJID ROSKOFF IS AVENGED! JUSTICE BE DONE.

BAM!

YOU DIDN'T HAVE TO SHOOT HIM, MAN!

WHO WOULD HAVE PROTECTED ME? YOU? THE WAY YOU PROTECTED ROSKOFF?

UNMASK HIM! I WANT TO SEE HIS FACE!

RECOGNIZE HIM, FALCON?

NOPE. BUT THE COPS'LL FIGURE OUT WHO HE IS, SOMEONE GIVE 'EM A BUZZ.

IT TAKES THREE HOURS TO MATCH A NAME TO THE CORPSE...

NAME'S HAL DOERNER--NO WANTS, NO WARRANTS... STRICTLY SMALL TIME. YOUR BASIC TWO-BIT THUG.

YOU GONNA HOLD COUNT BARZON?

WHAT FOR? IN A WAY, THE MAN DID US A FAVOR--WHICH IS MORE THAN I CAN SAY FOR SOMEONE ELSE!

MAN'S ABOUT AS SUBTLE AS A TAP-DANCING RHINOCEROS.

5th PRECINCT POLICE

I GET THE MESSAGE: "YOU BLEW IT, FALC... THREE CHANCES YOU HAD AT THAT FASCIST, AND, THREE TIMES, YOU BLEW IT."

JUST ONE THING BOTHERS ME...

...THE ONE THING THAT'S BOTHERED ME SINCE THE START!

I WAS SO SURE THAT "O.T.T.F.F.S.S.E.N." MEANT SOMETHING... A CLUE OF SOME SORT!

I THOUGHT I'D STOP IN... IN CASE YOU FORGOT MY NUMBER.

NUMBER...? STUPID!

MAN, HAVE I EVER BEEN! HOW COULD IT TAKE SO LONG?

I GOT A HUNCH YOU FIGURED THE BIG MYSTERY OUT.

YEP! THOSE LETTERS WERE ROSKOFF'S WAY OF TELLING ME WHO THE SILENCER WAS... AND LIKE A MORON, IT TOOK ME TILL NOW...

BUT HE'S DEAD-- ISN'T HE?

HANG IN THERE, LEILA. I'LL BE BACK -- AFTER I GO SEE THE *SILENCER!*

AT THE FIFTH PRECINCT, COUNT BARZON HAS JUST BEEN RELEASED. RULING IN DEATH OF HAL DOERNER: SELF DEFENSE, OBVIOUSLY...

NEXT STOP: THE CREDIT SUISSE IN ZURICH, SWITZERLAND...

...WHERE I BANK THE MONEY FROM THE BODAVIAN FREEDOM PARTY FOR ROSKOFF'S DEATH. I MAY EVEN DEMAND A BONUS FOR THE WAY I DID IT.

SORRY, COUNT! YOU KNOW, YOU JUST ABOUT PULLED IT OFF. YOU JUST ABOUT HAD ME FOOLED.

WHAT ARE YOU DOING HERE? AND WHAT ARE YOU TALKING ABOUT?

I'M TALKING ABOUT MURDER, BABY -- THE MURDER OF ROSKOFF! IT WAS ***YOU*** IN THE SILENCER SUIT AT THE EMBASSY AND AT THE PARK!

YOU KILLED ROSKOFF, THEN SET UP A WHOLE CHARADE TO PIN IT ON AN IMAGINARY COSTUMED FANATIC!

THE MAN WHO KILLED ROSKOFF IS DEAD.

NO WAY. YOU HIRED SOME TWO-BIT PUNK TO WEAR THE SUIT AND BLAST IN ON YOUR LECTURE.

ONLY HE DIDN'T KNOW YOU WERE GONNA KILL HIM. YOU FIGURED THAT WOULD END ALL INVESTIGATIONS ABOUT THE SILENCER.

YOU'RE SMART, FALCON... *TOO* SMART.

THEY'LL STILL NEVER SUSPECT ME-- NOT WITH YOU DEAD. I SPENT A LOT OF TIME TO SET IT ALL UP AND YOU'RE NOT GOING TO SPOIL THINGS.

YOU WANNA PUT MONEY ON THAT?

THOSE LETTERS ROSKOFF MARKED-- O.T.T.F.F.S.S.E.N.--I FINALLY FIGURED 'EM OUT! TOOK A WHILE, BUT I GOT IT!

LET GO OF MY HAND! ***LET GO!***

THEY STAND FOR "*ONE, TWO, THREE, FOUR, FIVE, SIX, SEVEN, EIGHT, NINE*"... IN OTHER WORDS, ***THE COUNT!***

AND THAT'S YOU, BABY!

YOU KNOW, ROSKOFF SAID THAT FOLKS HERE DON'T HAVE NEARLY ENOUGH FREEDOM.

WELL, FELLA, YOU AIN'T GONNA HAVE NONE FOR A LONNNNNNG TIME.

NEXT

OUR FABULOUS 50TH ISSUE STARRING...

ALICE COOPER!

40¢ CC

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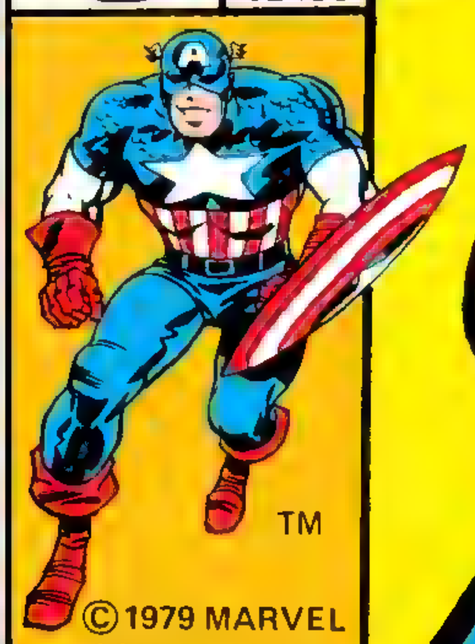

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CAPTAIN AMERICA®

...IT HAPPENED AT DIEBENWALD!

plus: the TRAGIC FATE of SHARON CARTER!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

FROM THE ASHES...

MORNING IN MIDTOWN MANHATTAN. FOR A WEARY AND HEARTSICK CAPTAIN AMERICA, THIS HASTILY CONVENED PRESS CONFERENCE ISN'T GOING WELL AT ALL...

A SENATE SUB-COMMITTEE ON SUBVERSIVE ACTIVITIES IS SLATED TO BEGIN INVESTIGATION OF THE NATIONAL FORCE LATER THIS WEEK.

IF SUBPOENAED, CAPTAIN, WILL YOU TESTIFY?

I'LL DO WHATEVER NECESSARY TO CLEAR MY NAME OF ANY CONNECTION WITH THAT GROUP.

THE AMERICAN NAZI PARTY AND THE KU KLUX KLAN ARE THREATENING TO BRING SUIT AGAINST YOU, CLAIMING YOU VIOLATED THE NATIONAL FORCE'S CONSTITUTIONAL RIGHT OF FREE SPEECH AND LAWFUL ASSEMBLY.

ANY COMMENT ON THAT?

LG4871

C. CLAREMONT PLOT | R. MCKENZIE SCRIPT | S. BUSCEMA & D. PERLIN ART | E. HEINL LETTERING | G. ROUSSOS COLORING | R. STERN EDITOR | J. SHOOTER EDITOR in CHIEF

I BELIEVE MY RECORD SPEAKS FOR ITSELF, BUT I *WILL* SAY THIS!

THE CONSTITUTION UPHOLDS EVERYONE'S RIGHT TO LIFE, LIBERTY AND THE PURSUIT OF HAPPINESS.

IT DOES *NOT* CONDONE ARSON, KIDNAPPING, TERRORISM OR MURDER. NEITHER DO I.

ANY STATEMENTS I MIGHT HAVE MADE TO THE CONTRARY WERE DUE TO DR. FAUSTUS' MINDGAS!

CAP LOOKS EXHAUSTED...I KNOW EXACTLY HOW HE FEELS.

CAPTAIN, OUR COUNTRY IS NOT AT WAR. FOR BETTER OR WORSE WE HAVE EVEN ABOLISHED THE DRAFT. DO YOU FEEL, PERHAPS, THAT YOU HAVE *OUTLIVED* YOUR USEFULNESS AS A SYMBOL OF AMERICA'S... UH... FIGHTING SPIRIT?

OUTLIVED MY USEFULNESS?

TO BE PERFECTLY HONEST...

...I... DON'T KNOW.

NOW IF THERE ARE NO FURTHER QUESTIONS...

CAP, WAIT! DOES THIS ACTUALLY MEAN YOU'RE CONSIDERING RETIRING? IF SO, WHAT ARE YOUR PLANS FOR THE FUTURE?

WHAT WILL YOU DO? WHERE WILL YOU GO?

NO COMMENT.

CAP, MY NAME'S KATIE BURNS. I'M WITH CBS NEWS. I *MUST* TALK TO YOU!

I DON'T MEAN TO BE RUDE, BUT--

LISTEN TO ME, PLEASE! IT'S IMPORTANT! I BELIEVE I KNOW WHAT HAPPENED TO SHARON CARTER!

SHARON?!

AT THE MENTION OF THE WOMAN HE LOVES, A TROUBLED CAPTAIN AMERICA **DOES** LISTEN. SHARON HAD BEEN AN UNWITTING PAWN OF THE NATIONAL FORCE. NOW HE ISN'T EVEN SURE IF SHE IS ALIVE OR DEAD...

MY FILM CREW WAS IN HARLEM THE NIGHT YOU FIRST FOUGHT THE NATIONAL FORCE.* WE SHOT SOME FOOTAGE I THINK YOU'D BETTER SEE!

*BACK IN ISSUE#233--R.

AND, AS THEY REACH THE YOUNG NEWSWOMAN'S MOBILE VAN...

FRANK, KEY THE VIDEO TAPE OF THE HARLEM RIOT ON MONITOR TWO.

RIGHT.

THIS TAKES PLACE SHORTLY *AFTER* THE CAPTURE OF SEVERAL NATIONAL FORCE MEMBERS WHEN UNEXPECTEDLY...TRAGICALLY ...THEY COMMITTED MASS SUICIDE!

CONDITIONS BEING WHAT THEY WERE, THE QUALITY OF THIS FILM ISN'T VERY GOOD, SO I CAN'T BE ABSOLUTELY SURE, BUT... WELL LOOK FOR YOURSELF...

OH, NO--!

COULD... COULD YOU RUN THAT AGAIN, PLEASE?

OF COURSE.

THERE! FREEZE THAT FRAME!

IT'S *HER*, ISN'T IT?

KATIE... WE'LL WAIT OUTSIDE...

YES.

IT'S SHARON.

ONE WEEK LATER IN MANHATTAN'S YORKVILLE SECTION...

IT'S ABOUT TIME I LOOKED IN ON CAP.

HEY! IT'S THE FALCON!

SO WHAT?

I HAVEN'T HEARD FROM HIM IN DAYS. I HOPE HE'S...

...ALL RIGHT?

WHAT THE DEVIL?! HIS APARTMENT'S EMPTY... STRIPPED CLEAN TO THE WALLS!

A FEW SECONDS LATER, IN THE LOBBY OF THE SHABBY OLD BUILDING...

HIS NAME'S BEEN TAKEN OFF HIS MAILBOX, TOO. HE'S GONE!

MAYBE ONE OF HIS NEIGHBORS CAN TELL ME WHERE HE WENT.

NOK NOK

STEVE ROGERS? WHAT MAKES YOU THINK I KNOW ANYTHING ABOUT HIM?

GO ON, GET OUT OF HERE! LEAVE ME ALONE!

OKAY, MISTER, TAKE IT EASY! I'M GOING!

WHAT A GROUCH! I CAN SEE WHY CAP LEFT!

STILL, IT'S NOT LIKE HIM TO JUST TAKE OFF WITHOUT TELLING ANYONE. I BETTER CHECK THIS OUT.

SOON AFTERWARDS, AT AVENGERS MANSION...

I'M TELLING YOU, IT'S AS IF CAP HAS DROPPED OFF THE FACE OF THE EARTH. THE POLICE HAVEN'T SEEN HIM... AND WHILE I COULDN'T GET A STRAIGHT ANSWER OUT OF *SHIELD*--

--THEY DID TELL ME THAT SHARON CARTER DIED IN LAST WEEK'S RIOTING.

OH, NO!

SHARON CARTER?

A... CLOSE FRIEND OF CAP'S, MS. MARVEL. THIS DOES SOUND SERIOUS, FALCON. THE AVENGERS WILL START SEARCHING FOR CAP AT ONCE!

THAT WON'T BE NECESSARY, VISION. I FOUND HIM FOR YOU.

WHA--? CAP...

...STEVE... WE HEARD. WE'RE SORRY.

IT'S... ALL RIGHT, FALCON. HOPE I DIDN'T WORRY ANYONE TOO MUCH. I JUST NEEDED A LITTLE TIME ALONE... TO MYSELF... TO SORT THINGS OUT.

AND NOW THAT I HAVE, I'M READY TO RETURN TO 'ACTIVE DUTY' AS IT WERE.

BUT, STEVE... YOUR APARTMENT... I THOUGHT--!

THAT PLACE WAS PART OF MY PAST, FALC. AND IT DIDN'T HAVE ROOM ENOUGH FOR BOTH CAPTAIN AMERICA *AND* STEVE ROGERS.

IF YOU NEED ME, YOU CAN REACH ME AT THIS ADDRESS.

STEVE ROGERS
COMMERCIAL ARTIST

569 LEAMAN PLACE
BROOKLYN HEIGHTS, NY
212-555-3592

LATER THAT EVENING...

WELL, HERE IT IS: MY NEW APARTMENT AND THE BEGINNING OF A WHOLE NEW WAY OF LIFE.

I HAVEN'T BEEN THIS NERVOUS SINCE I VOLUNTEERED FOR PROJECT REBIRTH AND BECAME CAPTAIN AMERICA.

BUT I'VE DONE A LOT OF THINKING THE PAST FEW DAYS--

--AND I THINK IT'S ABOUT TIME I STOPPED HIDING BEHIND A BLUE AND WHITE MASK.

AND MAYBE...JUST MAYBE...I'LL EVEN SETTLE DOWN ONE OF THESE DAYS, MARRY, RAISE A FAMILY...

ONE OF THESE DAYS...

THEN...

CAREFUL, SON! WHERE'S THE FIRE?

SORRY, MISTER! CAN'T TALK NOW! GOTTA RUN!

FDNY

THAT'S ALL RIGHT... NO HARM DONE. I KNOW WHAT IT'S LIKE TO RUN.

I'VE BEEN RUNNING FROM MYSELF FOR YEARS. IT'S ALWAYS BEEN SO EASY... SO NATURAL... TO FACE LIFE AS CAPTAIN AMERICA--

4A

KLIK

--AND SO VERY HARD TO BE MYSELF. I'VE NEVER REALLY GIVEN STEVE ROGERS A CHANCE

FROM NOW ON, THOUGH, THINGS ARE GOING TO BE DIFFERENT. I KNOW WHO I AM NOW, AND I KNOW WHAT'S EXPECTED OF ME AS BOTH A LIVING LEGEND...

...AND A MAN!

HALF-AN-HOUR LATER...

OUCH!

LOOKS LIKE I'VE STILL GOT A FEW THINGS TO LEARN! ESPECIALLY ABOUT TV DINNERS! I BET MY SHIELD WOULD TASTE BETTER THAN THIS GOOP.

OH, WELL, BATCHELORS CAN'T BE CHOOSERS, I GUESS--

HEY, NEIGHBOR! ANYBODY HOME?

UH...YEAH... WHY DON'T YOU COME ON...IN?

NAME'S COOPER. JOSHUA COOPER. CALL ME JOSH. I SAW THE MOVERS UNLOAD YOUR GEAR A FEW DAYS AGO.

THOUGHT I'D DROP BY AND SEE HOW EVERYTHING WAS GOIN'!

GLAD TO MEET YOU, JOSH, I'M STEVE ROGERS. THINGS ARE GOING REASONABLY WELL, I SUPPOSE.

TERRIFIC! I COULDN'T HELP NOTICIN', MY MAN, YOU AN ARTIST?

SOME-THING LIKE THAT. CARE FOR A DRINK?

JUST SO LONG AS IT'S GOT A KICK TO IT!

TRY THIS, JOSH! IT'LL MAKE A NEW MAN OUT OF YOU!

REALLY? WHAT IS IT?

GOAT'S MILK.

A NEW MAN, HUH? WELL... HERE'S TO GOOD FRIENDS...

TO AMERICA.

OH, I NEARLY FORGOT THE MAIN REASON I STOPPED. MRS. KAPPLEBAUM FROM DOWNSTAIRS INVITED ME TO DINNER, AND SHE WANTED TO KNOW IF YOU'D LIKE TO JOIN US... IF YOU'RE NOT BUSY.

IT'S HER WAY OF SAYING HELLO TO NEW TENANTS. I GUESS IT'S SORT OF A TRADITION WITH HER.

JOSH, I'VE ALWAYS BELIEVED IN TRADITION, BUT I WOULDN'T WANT TO IMPOSE.

YOU'RE NOT, MY MAN! THINGS ARE DIFFERENT HERE. WE STICK TOGETHER. IT'S THE ONLY WAY TO SURVIVE.

SO, A FEW MINUTES LATER...

HI, ANNA! HOPE WE'RE NOT LATE!

YOU... MISS SUPPER? YOUNG MAN, THAT WILL BE THE DAY!

WELLLL...

ANNA... ANNA KAPPLEBAUM... I CAN'T PLACE THE NAME, BUT I KNOW I'VE MET HER BEFORE...

...SOMEWHERE... A LONG TIME AGO.

PLEASE, COME IN.

ANNA, THIS IS MY FRIEND, STEVE ROGERS. HE'S AN 'ARTISTE.'

IS SOMETHING WRONG, STEVE? OH, MY LITTLE SOUVENIR OF WORLD WAR TWO. PLEASE DON'T BE EMBARRASSED. I'M NOT...

3456011

DIEBENWALD, WASN'T IT?

WHY, YES! BUT--?

I'M SORRY, I DIDN'T MEAN TO PRY.

I DON'T MIND, STEVE. STRANGE... YOU ALMOST REMIND ME OF SOMEONE I KNEW THEN--BUT THAT'S IMPOSSIBLE!

"THAT WAS SO LONG AGO, AND THE WORLD... GERMANY... WAS SO DIFFERENT IN THOSE DAYS.

"I REMEMBER, I WAS TWELVE...

"...AND I BELIEVED MY FATHER WHEN HE SAID THAT GOOD, HARD-WORKING JEWS HAD NOTHING TO FEAR FROM THAT LITTLE MADMAN...HITLER.

"BUT THEN CAME NOVEMBER 9TH, 1938... **KRISTALLNACHT...** THE NIGHT OF BROKEN GLASS!

"THE NAZIS HERDED US INTO DARK, CROWDED FREIGHT CARS...LIKE WE WERE CATTLE. THEY TOLD US THAT--FOR OUR OWN 'PROTECTION'--WE WOULD BE TAKEN TO A DISTANT WORK CAMP.

"FOR THREE DAYS AND NIGHTS, WE RODE THOSE CRAMPED FOWL-SMELLING TRAINS WITHOUT A SCRAP OF FOOD OR A DROP OF WATER.

MOVE, JUDEN! SCHNELL!

"AND THEN, WE REACHED DIEBENWALD."

"THERE, OUR WELFARE WAS PUT IN THE TENDER HANDS OF THE CAMP PHSYCIANS..."

HURRY, JUDEN! I DO NOT HAVE ALL DAY!

DON'T CRY, ANNA. AT LEAST WE ARE TOGETHER. WE WILL ALWAYS BE TOGETHER...

"I WAS TWELVE. BUT I NO LONGER BELIEVED MY FATHER.

"AND I SOON LEARNED THAT DIEBENWALD WAS NOT A WORK CAMP LIKE AUSCHWITZ AND TREBLINKA AND SO VERY MANY OTHERS--IT WAS A **DEATH CAMP!**"

DESPITE YOUR CRIMES AGAINST HUMANITY, DER FUEHRER IS WILLING TO ALLOW YOU TO CONTINUE TO SERVE THE THIRD REICH.

THE YOUNG AND ABLE-BODIED WILL PROCEED TO THE RIGHT TO BE ASSIGNED WORK DETAILS. THE OLD AND THE SICK WILL GO TO THE LEFT FOR... TREATMENT!

NO! A MOMENT, PLEASE, IN THE NAME OF GOD!

HOW, ABRAHAM? HOW CAN THEY TAKE OUR CHILDREN FROM US? HAVEN'T THEY TAKEN ENOUGH ALREADY?

GUARDS, IF THESE JUDEN DO NOT OBEY QUICKLY, KILL THEM! WE HAVE NO TIME TO WASTE HERE-- THERE ARE *QUOTAS* TO BE FILLED!

"HORRIFIED, I COULD ONLY WATCH AS THEY VERY METHODICALLY BEAT MY FATHER TO DEATH. AND... MOMMA...

"IT... WAS A BLESSING WHEN SHE, TOO, FINALLY DIED. AT LEAST IN HER OWN WAY SHE HAD ESCAPED THEM.

"I NEVER SAW MY BROTHERS OR SISTERS AGAIN. FOR ME, DAYS BECAME WEEKS... WEEKS BECAME MONTHS... AND THE MONTHS DRAGGED SLOWLY BY, ONE AFTER ANOTHER--

DIEBENWALD

"--LIKE THE DIRTY FREIGHT CARS THAT HAD BROUGHT ME TO THAT HELLHOLE.

"THEN, IN THE SPRING OF '45, I BEGAN TO HEAR RUMORS THAT THE ALLIES HAD INVADED GERMANY. HITLER'S WAR MACHINE WAS GRINDING TO A HALT..

"...AS OUR CAMP COMMANDANT KNEW TOO WELL."

DER FUEHRER IS A MAD-MAN, SERGEANT, BUT HE WILL *NOT* DRAG ALL OF US DOWN WITH HIM! I WANT EVERY RECORD OF OUR ACTIVITIES... DESTROYED!

AND I WANT NO WITNESSES LEFT TO SPREAD VICIOUS LIES CONCERNING OUR TREATMENT OF THEM!

AS YOU WISH, COLONEL STEIGER--

--BUT SURELY THE WORLD WILL SEE THAT WE ARE BLAMELESS IN ALL THIS. WE WERE MERELY FOLLOWING ORDERS. THAT... AND NOTHING MORE!

GOTT--THOSE GUNS! ANNA, WH-WHAT ARE THEY DOING? WHAT DOES THIS MEAN?

IT WILL BE LIKE SLAUGHTERING CATTLE, FRANZ!

THEY ARE LESS THAN THAT, MY FRIEND.

"AN AMERICAN NAMED PATTON WAS ONLY A FEW MILES AWAY, BUT FOR US IT MIGHT AS WELL HAVE BEEN HALF A WORLD OR MORE.

"HE WOULD NEVER REACH US IN TIME.

"BUT ANOTHER MAN WOULD..."

VAS?

"...A MAN WHOSE NAME WE HAD HEARD ONLY IN WHISPERED LEGENDS."

GOTT IN HIMMEL! I-IT'S HIM!

CAPTAIN AMERICA

"AND ALTHOUGH I DID NOT UNDERSTAND ENGLISH, THE MEANING OF HIS WORDS DID NOT ESCAPE ME!"

MURDERERS! THESE PEOPLE WILL BE FREE!!

"NOR DID THE NAZIS ESCAPE HIS WRATH!

"BUT THEN, BEFORE I KNEW WHAT WAS HAPPENING, COLONEL STEIGER HAD GRABBED ME ROUGHLY FROM BEHIND."

ENOUGH, AMERICAN! SURRENDER NOW, OR THE GIRL DIES!

THE ANSWER IS NO, NAZI-- TO BOTH CHOICES!

SPLANG

THAKK

N-NEIN! IT IS NOT POSSIBLE!

IS THIS THE BIG NAZI SUPERMAN, THEN?

WELL, MISTER, I'LL NEVER REST UNTIL YOUR KIND ARE DRIVEN FROM THE FACE OF THE EARTH!

EASY, LITTLE LADY, YOUR WAR IS OVER.

"YES, SOME OF US HAD SURVIVED HITLER'S HOLOCAUST, BUT MORE THAN SIX MILLION OTHER JEWS, MY FAMILY INCLUDED, HAD NOT.

"AND I DOUBT IF ANYONE HAD ESCAPED UNSCATHED."

M-MY GOD, CAP! LOOK AT THEM! JUST LOOK AT THEM! HOW... HOW COULD SOMETHING LIKE THIS HAVE HAPPENED?

...AND I NEVER SAW HIM AGAIN, BUT I'LL NEVER FORGET HIM.

EVENTUALLY, I MANAGED TO PUT THE WAR BEHIND ME. I MARRIED AND--OH, MY! LOOK AT THE TIME! YOU BOYS MUST BE STARVED! COME...

AND LATER, AFTER DINNER...

THANK YOU FOR LISTENING TO AN OLD WOMAN, STEVE. IT HELPS TO REMEMBER, TO TALK, SOMETIMES.

I UNDERSTAND, ANNA. SOME THINGS MUST NEVER BE FORGOTTEN.

SHORTLY, IN STEVE'S STUDIO-APARTMENT...

SHE'S SO RIGHT, IT DOES HELP. WE ALL CARRY SCARS OF ONE SORT OR ANOTHER. JUST BECAUSE THEY AREN'T VISIBLE DOESN'T MAKE THEM ANY LESS REAL.

MAYBE SOMEDAY, WHEN THE HURT STOPS, I'LL BE ABLE TO TALK ABOUT SHARON.

I WASN'T ABLE TO SAVE HER... OR BUCKY...

BUT THAT DOESN'T MEAN I SHOULD STOP TRYING. AS LONG AS THE NATION--THE PEOPLE--NEED ME, I HAVE TO KEEP ON.

AND SO, FINALLY, SLEEP OVERTAKES A WEARY STEVE ROGERS...

...AND A WEARY NEW YORK...

BRRING

...BUT NOT, UNFORTUNATELY, FOR LONG!

HMM... HELLO? ROGERS...

YA KNOW, YOU CAN BE A HARD GUY TO FIND!

FURY?!

RIGHT THE FIRST TIME!

LOOK, I KNOW THIS IS PROBABLY A BAD TIME TO ASK... BUT I NEED YOUR HELP.

IS THAT SO? WELL, IN CASE YOU'VE FORGOTTEN, COLONEL, YOUR LT. STANFORD SAID I WAS A 'SECURITY HAZARD'.*

* CAP #231--R.

BUT NOW I SUPPOSE *SHIELD* HAS ITS TAIL CAUGHT IN THE WRINGER AGAIN, AND YOU WANT CAPTAIN AMERICA TO BAIL YOU OUT. IS THAT IT?

I'M SUPPOSED TO DROP WHAT I'M DOING WITH MY LIFE AND COME RUNNING, EH? WELL, LET ME TELL YOU--!

OKAY, HOLD IT RIGHT THERE!

I HEARD ABOUT THE SECURITY HASSLE, AND STANFORD GOT A CHEWIN'-OUT HE'LL NEVER FORGET. YOU WANT TO HOLD A GRUDGE? FINE.

BUT THIS IS MORE THAN JUST *SHIELD*, SOLDIER ...THIS IS DUTY CALLIN'!

MAYBE SO, BUT YOU'RE ONE OF THE FEW PEOPLE I CAN TALK TO RIGHT NOW. HOW ABOUT IT?

THAT'S DIRTY POOL, NICK.

I...

... ALL RIGHT. WHEN DO YOU NEED ME?

SEVEN O'CLOCK... MY OFFICE. AND, STEVE... THANKS.

AND SO, STEVE ROGERS' CAREER GETS SHOVED INTO THE BACK BURNER AGAIN.

OH, WELL, NO ONE EVER SAID THAT LEADING A DOUBLE LIFE WOULD BE EASY.

BUT ONCE THIS LITTLE JOB FOR FURY IS DONE...

...THEN STEVE ROGERS IS REALLY GOING TO START TO LIVE.

I SWEAR IT!

NEXT

SNOWFALL FURY!

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CAPTAIN AMERICA®

BEWARE THE HAWK RIDERS!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

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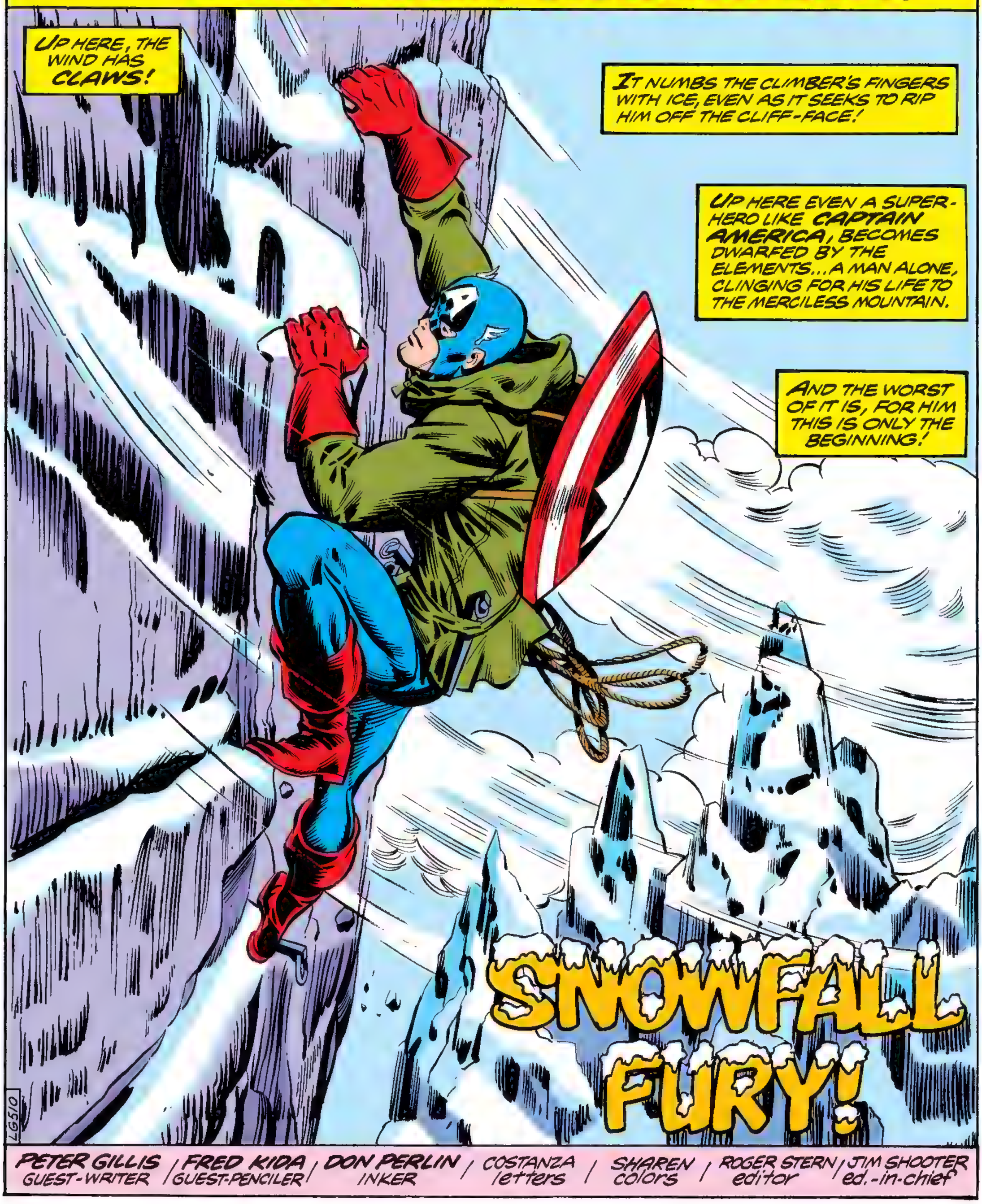
UP HERE, THE WIND HAS CLAWS!
IT NUMBS THE CLIMBER'S FINGERS WITH ICE, EVEN AS IT SEEKS TO RIP HIM OFF THE CLIFF-FACE!
UP HERE EVEN A SUPER-HERO LIKE CAPTAIN AMERICA, BECOMES DWARFED BY THE ELEMENTS...A MAN ALONE, CLINGING FOR HIS LIFE TO THE MERCILESS MOUNTAIN.
AND THE WORST OF IT IS, FOR HIM THIS IS ONLY THE BEGINNING!
LG5/10
SNOWFALL FURY!

PETER GILLIS / GUEST-WRITER / FRED KIDA / GUEST-PENCILER / DON PERLIN / INKER / COSTANZA / letters / SHAREN / colors / ROGER STERN / editor / JIM SHOOTER / ed.-in-chief

BLAST! THE WIND'S... TOO STRONG! IT'S... BLOWING ME OFF THE FACE! BUT I CAN'T FAIL NOW! I... MUST... REACH DOVECOTE!

HOLD, LITTLE PITON! HOLD!

EVER SO SLOWLY, HE PULLS HIMSELF UP-- EVERY MUSCLE SCREAMING IN PAIN. FOR A MOMENT, HE PAUSES-- CLENCHING HIS TEETH TO KEEP THEM FROM CHATTERING--

--AND THEN DOGGEDLY MOVES ON.

ANOTHER LOOSE LEDGE! AND I HARDLY FELT IT! MY FEET ARE GOING NUMB!

WHAT I WOULDN'T GIVE FOR A LITTLE HEAT RIGHT ABOUT NOW!

UNH! LASER BLASTS! WELL, I ASKED FOR IT...

KZ AP

AT LEAST THE SUSPENSE IS OVER! THEY'RE FINALLY ATTACKING!

BUT-- GOOD LORD-- I NEVER EXPECTED THIS!

HAWK-ONE TO DOVECOTE. TARGET IS ON CLIFF-FACE... WE ARE ATTACKING!

YOU SAID IT, HAWK-ONE! WE GOT OUR-SELVES A SITTING DUCK!

IF I CURL UP BEHIND MY SHIELD, IT SHOULD PROTECT ME FROM THE BLASTS!

KZNG

BUT I CAN'T HOLD ON FOREVER! SOONER OR LATER...

ISN'T THAT NICE OF HIM TO WEAR A TARGET ON HIS BACKSIDE?

CAN IT, HAWK-FOUR! I DON'T KNOW HOW, BUT THE THING'S LASER-PROOF! CLOSE IN--

--AND TRY TO BLOW HIM OFF THE CLIFF.

ARE THEY CRAZY? THEY'RE COMING IN TOO CLOSE--TOO FAST!

NO! THE WIND! CAN'T--!

WHUMP

SKREE

LORD! THE WIND SLAMMED THEM RIGHT INTO THE CLIFF!

SKREE SKREE

NO! MY HARNESS BROKE!

SAVE ME, FELLAS! SAVE MEEEEE!

BACK OFF! FOUR IS GONE, AND I'M NOT LOSING ANYONE ELSE!

LET THE GUYS UP TOP HANDLE THIS ONE! HEAD FOR HOME!

INCREDIBLE! I'M ALIVE-- SAVED BY THE SAME WIND THAT WAS KILLING ME!

IF THERE WAS EVER AN INSPIRATION TO PUSH ON...

YES, PUSH ON AND FOLLOW THE DREAM-- OR IN THIS CASE, THE VISION! THAT'S THE UNNERVING THING, I'M NOT REALLY SURE WHY I'M HERE... WHO I'VE COME TO SAVE.

AND TO THINK THAT IT ALL BEGAN...

"...WITH A SUMMONS FROM NICK FURY."

I'M GLAD YA CAME, CAP. I KNOW WE HAVEN'T BEEN ON THE BEST OF TERMS LATELY, BUT...

FORGET IT, NICK. FOR CAPTAIN AMERICA, DUTY COMES FIRST...

EVEN IF YOUR BOYS DO THINK I'M A SECURITY HAZARD.

YOU'RE NEVER GONNA LET ME FORGET THAT, ARE YA? LOOK, I'M SORRY, BUT WITH ALL THE PROBLEMS SHIELD'S BEEN HAVIN' LATELY...

...AH, THAT'S NONE O' YOUR CON-CERN.

BUT THIS LATEST THING--! I HOPE YOU LIKE MURDER MYSTERIES, CAP, 'CAUSE I'VE GOT ONE THAT'S A BEAUT.

RECOGNIZE THIS JOKER?

MENTALLO, ISN'T IT? HE NEARLY DESTROYED SHIELD H.Q. ONCE.*

*IN STRANGE TALES #142-143--R.

RIGHT, ONE OF THE STRONGEST TELEPATHS KNOWN! WE HAD HIM UNDER WRAPS... AND THEN ONE MORNING WE FOUND HIM LIKE THIS.

DEAD?

CLOSE, BUT NO CIGAR... A MASSIVE BRAIN HEMORRHAGE. AND THE DOCS CAN'T EXPLAIN IT.

BUT IN THE PAST FEW WEEKS, AGENTS HAVE SUDDENLY BEEN DROPPING LIKE FLIES. ALL OF 'EM ON TOTALLY UNCONNECTED MISSIONS, ALL FROM BRAIN HEMORRHAGES.

TELEPATHIC MURDER?

SURE LOOKS LIKE IT.

WELL, WHAT DOES THE SHIELD ESP DIVISION SAY--?

THAT'S JUST IT, THERE ISN'T ANY ESP DIVISION! WE DUMPED IT TO DEVELOP THE BLASTED SHIELD SUPER-AGENTS.*

WHAT?!

YEAH, I KNOW.., NOT ONE OF OUR BRIGHTER MOVES.

*SEE CAP #217 & #229--R.

SO, ALL WE'VE GOT TO GO ON ARE THESE! EVERY AGENT HAD ONE ON HIM WHEN WE FOUND HIM.

BLANK METAL DISCS? THEY LOOK ORDINARY ENOUGH.

THAT'S JUST THE PROBLEM-- THEY ARE! THEY'RE TOTALLY INERT!

I HAD 'EM ANALYZED RIGHT DOWN TO THE ATOMS, AND THEY'RE NOTHIN' BUT METAL SLUGS.

I TELL YA, I'M STUMPED, CAP. THAT'S WHY I CALLED YOU.., HOPIN' MAYBE YOU COULD THINK OF SOMETHIN'.

THE THING IS, I KEEP GETTING THIS FUNNY FEELING--

-- THAT THE ANSWER'S STARING US IN THE FACE, ONLY WE'RE TOO STUPID TO SEE IT.

WHAT THE DEVIL--? WHERE DID THIS SNOW COME FROM? WHAT'S GOING ON HERE?

CAPTAIN AMERICA... OUR MINDS HAVE MADE CONTACT AT LAST!

I AM SNOWFALL.., AND I NEED YOU! HELP ME!

THEN THE DISCS ARE A RECEIVER--?

NO, ONLY A FOCUS FOR MY MIND. I AM AN ESPER... USED AGAINST MY WILL! MY MIND IS IN CHAINS!

THEY HAVE IMPRISONED ME ATOP A MOUNTAIN, IN A PLACE CALLED *DOVECOTE!* THEY SEEK TO BREAK ME, AND USE MY POWERS TO ENSLAVE ALL THAT IS!

YOU MUST SAVE ME! IT MEANS EVERYTHING!

BUT, SNOWFALL--WHY CHOOSE ME, OF ALL MEN?

BECAUSE ONLY CAPTAIN AMERICA WOULD RISK HIS LIFE--FOR A DREAM!

BLAST IT, CAP, WILL YOU AT LEAST PAY ATTENTION WHEN I'M TALKING TO YOU? HAVE AN IDENTITY CRISIS ON YOUR OWN TIME!

GONE! BUT SHE... A DREAM?

FURY, DON'T ASK ME HOW, BUT I KNOW WHAT'S BEHIND ALL THIS. I NEED EVERY BIT OF INFORMATION YOU'VE GOT ON A PLACE CALLED *DOVECOTE!*

DOVECOTE?? ARE YOU SURE?

DOVECOTE--THE ULTIMATE *SAFE HOUSE!* FOR A PRICE, THEY'LL HIDE ANYONE--SPY, GANGSTER, SCIENTIST--AND NO ONE HAS EVER BROKEN THEIR SECURITY!

I'M BEGINNING TO SEE WHY!

I HAVE TO GET IN THERE! SNOWFALL HAD ME PEGGED, ALL RIGHT... SOMETIMES IT ALMOST SEEMS--

"--THAT DREAMS ARE THE ONLY THING WORTH RISKING YOUR LIFE!"

THERE'S OUR PIGEON NOW, CHIEF! I CAN NAIL HIM FROM HERE!

EASY, BOYS. WAIT TILL HE REACHES THAT OVERHANG. HE WON'T BE ABLE TO DODGE THEN!

WELL, WELL! AS LONG AS IT LOOKS LIKE THERE'S GOING TO BE A PARTY, I MIGHT AS WELL OPEN MY SURPRISE PACKAGES!

I TOLD FURY I HATED BEING SADDLED WITH A THOUSAND GADGETS! I TOLD HIM HE WAS BEING AN OLD HEN!

BLESS HIM FOR HAVING A STIFFER NECK THAN I DO!

I COULDN'T USE THIS BEFORE--THE WINDS WOULD HAVE FINISHED ME JUST LIKE THAT HAWKRIDER!

CLICK

BUT FOR THIS SHORT HOP, IT SHOULD BE PERFECT!

FIRE, YOU IDIOTS! HE'S GETTING AWAY!

KRING

NOW I KNOW WHY WONDER MAN LIKES THOSE JETS OF HIS SO MUCH!

I'LL BET YOU BOYS THOUGHT I'D JUST FLY ON PAST YOU! WELL, TO BE HONEST, THE IDEA CROSSED MY MIND... BUT THESE AIR-JETS ARE ONLY GOOD FOR SHORT HOPS.

AND BESIDES, PLAYING BUCK ROGERS JUST ISN'T MY STYLE!

C'MON, FELLAS! YOU'RE NOT PUTTING YOUR HEARTS INTO THIS! NICK FURY TOLD ME THAT THE GUARDS OF DOVECOTE WERE SUPPOSED TO BE UNBEATABLE--

--BUT IF THEY'RE ALL LIKE YOU, I CAN FINISH MY BUSINESS HERE AND BE GONE BEFORE SUPPER!

YOU ARE A FOOL, CAPTAIN AMERICA! YOU HAVE NOT EVEN BEGUN TO FACE THE HORRORS THAT DOVECOTE OFFERS.

BUT I SHALL SEE TO IT THAT YOU DO!

"THAT SHOULD HELP SPEED HIM ON HIS WAY... TO HIS DOOM!"

AH, GOOD! HE'S NOTICED THE HOVER-CAR!

THERE IT IS... DOVECOTE! PERHAPS NOW I CAN FIND THE SECRET OF MY VISION.

YOU'RE GOING NOWHERE, MASKED MAN!

I LOST A GOOD MAN BECAUSE OF YOU... AND I'LL SEE YOU FRY FOR THAT!

THE HAWK-RIDERS AGAIN! WHAT KIND OF BACKING DOES DOVECOTE HAVE, THAT THEY CAN DEVELOP SOMETHING LIKE THAT?

WELL, THERE'S NO TIME TO MUSE ON THAT NOW.

THIS IS VERY VALUABLE BAIT, MY FRIEND-- TAKE IT!

YOU MUST BE JOKING! YOU'VE JUST THROWN YOUR FAMOUS SHIELD AWAY! IT WON'T DO YOU ANY GOOD NOW!

MORE GOOD THAN YOU'D GUESS, SOLDIER!

ZZ

LAK

THAT MINI ELECTRO-SHOCKER FURY INSISTED ON ATTACHING TO MY SHIELD SHOULD KEEP HIM AND HIS BIRD STUNNED FOR THE DURATION. NOW, IF I CAN JUST CIRCLE AROUND TO HIM BEFORE...

HUH? HIS PARTNERS ARE JUST FLYING OFF AGAIN. AFTER WHAT I JUST DID TO THEIR LEADER, THEY SHOULDN'T... UNLESS THEY WERE JUST SOFTENING ME UP FOR--!

WHA-BOOM

AN EXPLOSION *UNDER* THE CRAFT! THAT COULD ONLY MEAN A MINE FIELD!

SO MUCH FOR ANY IDEA OF EASILY RETRIEVING MY SHIELD!

THEY MUST BE INCREDIBLY SENSITIVE MINES, FOR A CUSHION OF AIR TO SET ONE OFF!

HAVE TO TAKE THIS SLOWLY! ONE FALSE STEP AND I'M--

ZAPT

DEAD, SIR? IS THAT THE WORD YOU WANTED?

MORE GUARDS! MOUNTED ON GIANT--!

THEY ARE *DIATRYMAS*, CAPTAIN! THEY RUN AT 50 MILES AN HOUR AND CAN SHRED A MAN WITH A SINGLE SWIPE OF THEIR CLAWS!

AND WE ARE DOVECOTE'S ELITE GUARD. IT'S RARE THAT WE GET A CHANCE AT AN INTRUDER--

--ESPECIALLY ONE OF YOUR STATURE!

SO, WHILE WE COULD BURN YOU DOWN WHERE YOU STAND...

...LET US INSTEAD SEE JUST HOW BRAVE YOU ARE!

THIS PATH WILL TAKE YOU SAFELY PAST THE MINES, SIR. APPROACH ME... IF YOU DARE!

THERE IS A CASUALNESS IN CAP'S GAIT THAT BORDERS ON INSOLENCE AS HE MARCHES ALONG THE MELTED TROUGH...

YOU ARE A BOLD MAN, SIR! I WILL REGRET--!

OH, YOU WON'T WANT TO KILL ME ONCE YOU LEARN THE REASON FOR MY MISSION HERE!

EH? WHAT COULD POSSIBLY--?

SHHH! THIS IS FOR YOUR EARS ONLY! YOU SEE--

AWK!

--YOU'RE ABOUT TO TAKE A FALL!

ARE YOU BOYS REALLY THE ELITE GUARD? I'VE GOTTEN MORE OF A FIGHT FROM COMMON STREET THUGS!

YOU...YOU PLAYED ME FOR A FOOL!

BUT IT'S YOU WHO ARE THE FOOL!

I'VE BEEN CALLED WORSE! C'MON, BIG BIRD-- TAKE ME ON HOME!

SNAP

THE DIATRYMAS RESPOND ONLY TO THEIR RIDERS!

AWK

AND NOW YOU'LL PAY FOR YOUR LITTLE TRICK, SIR! NO ONE HUMILIATES ME BEFORE MY MEN LIKE THAT!

NO ONE ALIVE!

A DIATRYMA'S BEAK CAN SNAP A MAN'S NECK LIKE A TWIG! CHOOSE YOUR WAY OF DYING!

--HE MAKES HIS MOVE!

AFTER HIM! I WANT THAT MAN'S HEAD!

BUT CAPTAIN AMERICA DOES NOT REPLY... HE MERELY WATCHES, COOLLY, AS THE HUGE BIRDS DRAW NEAR... WAITING FOR THE RIGHT MOMENT. AND THEN--

DANGER

THE NIGHTMARE BIRDS CAREEN AFTER CAP AT BREAKNECK SPEED, AS HE PIVOTS BACK AND FORTH--LEADING THEM ON IN A PERILOUS DIRECTION!

THEY'RE GOING TOO FAST TO STOP NOW! I'VE GOT TO TIME THIS JUST...

DANGER

...RIGHT!

NO! HE'S LED US BACK TO THE MINE FIELD!

I KNOW... I KNOW, THEY DID IT TO THEM-SELVES--

AND IN THAT HORRIBLE SECOND, CAP PRAYS THAT THEY MIGHT BE ABLE TO STOP.

THEN THE AIR IS FILLED WITH THE HOARSE SCREAMS OF MEN AND BIRDS, AND A WAVE OF DISGUST--AND PITY-- FILLS HIM.

--BUT SOMEHOW I'LL NEVER BE ABLE TO ACCEPT THE SENSELESS WASTE!

I'M HALF-FROZEN--EVERY MUSCLE IN MY BODY ACHES! IF THOSE GUNS WERE FIRING, I DOUBT THAT I COULD DODGE THEM!

BUT I'VE STILL GOT A JOB--A MISSION--A QUEST! AND BY ALL THAT I BELIEVE IN, I'D SOONER ENDURE THIS A HUNDRED TIMES OVER THAN GIVE UP!

THIS IS AS FAR AS YOU GO, CAPTAIN AMERICA!

OH? AND WHO ARE YOU?

I AM CALLED *WIDOWMAKER, MON BRAVE!* I HOPE THAT SUGGESTS SOMETHING TO YOU!

IT DOES AT THAT! IT SUGGESTS A BIG MOUTH--

--WITH VERY LITTLE TO BACK IT UP!

SO IF YOU--EH?!

DECEIVED YOU, DID I NOT? I AM FASTER THAN YOU--MUCH STRONGER--

--AND I KNOW MOVES YOU HAVE NOT HAD TIME TO LEARN!

I HAVE HEARD YOU CALLED THE *SUPER-SOLDIER* UNTIL IT CAME OUT OF MY EARS!

CAN'T-- BREAK-- HIS GRIP!

IT IS SAID YOU HAVE TRAINED ALL YOUR LIFE TO BE THE BEST FIGHTER THERE IS! A LIE, *MON CHER!*

YOU WERE CAPTAIN AMERICA FOR JUST FOUR YEARS DURING THE WAR--AND WERE FROZEN IN SUSPENDED ANIMATION FOR DECADES!

BUT *I*--I HAVE BEEN TRAINING AND FIGHTING WITHOUT CEASE FOR OVER THIRTY YEARS! AND I AM *BETTER*-- *THAN*--*YOU!*

I DO NOT KNOW WHY YOU HAVE COME HERE, *COCHON*--AND I DO NOT CARE!

EVEN FRESH, I'D HAVE TROUBLE BEATING THIS MAN! BUT I'M SO COLD--SO TIRED! I'M SORRY, SNOWFALL...SORRY...

NOW YOU SHALL LEARN WHAT IT MEANS TO BREAK INTO DOVECOTE!

INDEED, WIDOWMAKER! CAPTAIN AMERICA'S DREAM IS ENDED...

...AND HIS NIGHTMARE IS ABOUT TO BEGIN!

NEXT **MIND-STAINS ON VIRGIN SNOW!**

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CAPTAIN AMERICA®

WHAT LURKS WITHIN THE CRYPT?

BYRNE AND austin

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

THE SCENE IS DOVECOTE, A MYSTERIOUS CITADEL AT THE TOP OF THE WORLD! THE PLAYERS ARE A DESPERATE, DRIVEN CAPTAIN AMERICA AND A MAN CALLED WIDOWMAKER! THE SITUATION-- JUST MAY BE FINAL DEFEAT!
I HAVE SHOWN MYSELF TO BE YOUR MASTER IN THE ARTS OF COMBAT, MON CAPITAN!
THERE IS NOTHING LEFT FOR YOU TO DO... NOTHING BUT TO DIE!

MIND-STAINS ON THE VIRGIN SNOW!

PETER GILLIS, GUEST-WRITER * FRED KIDA, GUEST-PENCILER * DON PERLIN, INKER * JOE ROSEN, LETTERER * NEL YOMTOV, COLORIST * ROGER STERN, EDITOR * J. SHOOTER, EDITOR-IN-CHIEF

YOU WERE FROZEN IN ICE FOR DECADES, *MON BRAVE*-- DECADES WHICH I SPENT DEVELOPING MY SKILLS! THAT IS HOW I CAME TO GUARD DOVECOTE!

MERCILESSLY, WIDOWMAKER MASHES CAP INTO THE DRIFTING SNOW--

--BUT THE SCENE WHICH APPEARS ON THE VIEW-SCREEN OF WIDOWMAKER'S HIDDEN SUPERIOR IS INEXPLICABLY...DIFFERENT!

P.A. SOUND

ALARM

DESTRUCT

THE FOOL! THE TRAITOR! WHAT IS HE DOING? I MUST PUT A STOP TO THIS!

WIDOWMAKER! STOP THAT AT ONCE!

EH? *QUOI?*

THANK HEAVEN FOR SMALL DISTRACTIONS!

OOOOF!

SORRY, *"MON BRAVE"*-- BUT THERE'S MORE AT STAKE HERE THAN THE MATTER OF WHO'S BETTER THAN WHOM!

THERE'S THE LIFE OF THE WOMAN YOU'RE HOLDING PRISONER IN THERE--

--A STRANGE AND WONDERFUL WOMAN CALLED *SNOWFALL!*

IF WHAT I SUSPECT ABOUT HER IS TRUE, HER POWER COULD AFFECT ALL OUR FUTURES!

=OOOHH=

REMEMBER THIS, WIDOWMAKER-- A SOLDIER, EVEN A SUPER-SOLDIER, IS ONLY AS STRONG AS HIS IDEALS...HIS DREAMS!

AND TO FREE A BEAUTIFUL SPIRIT LIKE SNOWFALL, I'D FIND THE STRENGTH TO BEAT A HUNDRED LIKE YOU!

BUT RIGHT NOW I'VE GOT TO GET INTO THE PLACE. THIS CONCUSSION PACKET NICK FURY GAVE ME OUGHT TO DO--

--NICELY, THANK YOU!

BAROOM

AND NOW, I JUST WALTZ THROUGH THE GAPING HOLE, RIGHT? RIGHT INTO...

"...THEIR WAITING ARMS!"

WHEN HE COMES THROUGH-- BLAST HIM!

WHAT'S KEEPING HIM? HE SHOULD HAVE BEEN IN BY NOW.

BUT...

GOTT IN HIMMEL!

KAOOM

FOR SUPPOSEDLY BEING THE FINEST MERCENARIES IN THE WORLD, YOU CERTAINLY GET FOOLED LIKE RANK AMATEURS!

HE-- HE COMES FROM THE SIDE!

HE DOESN'T HAVE HIS SHIELD... GET HIM!

GET ME? YOU'VE GOT ME, KILLERS!

AND I'LL MAKE YOU WISH YOU DIDN'T!

THAT DIDN'T TAKE LONG. THESE BOYS FALL DOWN PRETTY EASILY... MAYBE TOO EASILY. I KEEP GETTING THE FEELING THAT I'M BEING SET UP BY SOMEONE.

BUT I CAN'T WORRY ABOUT THAT NOW--

--MY TIME'S TOO SHORT. SNOWFALL IS BEING HELD SOMEWHERE IN THIS CASTLE--

SNOWFALL... SHE'S BEEN HAUNTING ME EVER SINCE HER VISION CAME TO ME IN FURY'S OFFICE THIS MORNING--

--AND IF THEY'VE SUCCEEDED IN CONTROLLING HER MIND, THE WHOLE WORLD COULD BE AT THEIR MERCY.

"--CONTACTING ME PSYCHICALLY THROUGH A HANDFUL OF METAL DISCS FOUND ON DEAD S.H.I.E.L.D. AGENTS...

"... MEN APPARENTLY MURDERED BY TELEPATHY!

"SHE BEGGED ME TO RESCUE HER FROM THIS PLACE--THIS *DOVECOTE*--BEFORE HER CAPTORS USED HER POWER TO KILL AGAIN.

"I COULDN'T REFUSE, EVEN THOUGH DOVECOTE TURNED OUT TO BE THE MOST HEAVILY GUARDED SANCTUARY ON EARTH... A GIANT 'SAFE HOUSE' SURROUNDED BY MINEFIELDS--

"--PATROLLED BY INCREDIBLE HAWK-RIDERS--

"--AND LASER-TOTING GUNMEN ASTRIDE PREHISTORIC DIATRYMAS! I JUST MANAGED TO GET BY THEM, THOUGH NOT UNSCATHED.

"MY SHIELD LIES OUT OF REACH ON THE MINEFIELD--AND I LOST A WING OFF MY MASK TO A LASER-SHARPSHOOTER*... LUCKY I DIDN'T LOSE MY SCALP!

"STILL, I HAVE TO KEEP GOING. I HAVE TO SAVE SNOWFALL... IT'S... IMPORTANT! I KNOW IT IS!"

*LAST ISSUE --ROG.

AT THAT MOMENT, DEEP WITHIN THE CASTLE SANCTUARY...

HOW... HOW? IT'S IMPOSSIBLE FOR EVEN CAPTAIN AMERICA TO HAVE GOTTEN THIS FAR SO EASILY!

SOMETHING IS DULLING THE MINDS OF MY GUARDS... SOMETHING OR SOMEONE... BUT WHO--?

SNOWFALL-- YOU!

OF COURSE, YOU CAUSED THAT FALSE VIDEO IMAGE! EVEN FROM YOUR SARCOPHAGUS, YOU ARE USING YOUR TALENTS TO AID YOUR WOULD-BE SAVIOR!

YOU REFUSE TO EVEN ANSWER? VERY WELL--

--SEE HOW WELL HE FARES WHEN I ENTER THE FRAY PERSONALLY!

THIS PLACE IS A LABYRINTH! IF FURY'S INFO IS RIGHT--

--THE WORLD'S MOST NOTORIOUS SPIES, EMINENT SCIENTISTS, AND THREATENED DIPLOMATS ARE HIDDEN IN VARIOUS PLACES HERE... IN THE ULTIMATE SANCTUARY.

BUT THE ONLY TENANT WHO INTERESTS ME IS ONE PARTICULAR LADY. NOW... WHICH WAY TO GO? HMM...

I GET AN ODD FEELING THAT I SHOULD HEAD DOWN THIS CORRIDOR.

COULD THIS BE SOME SORT OF TELEPATHIC GUIDANCE FROM SNOWFALL, OR--?

WHOA! THAT WAS CLOSE!

CHONG!

SOLID STEEL! THIS PLACE IS JUST FULL OF LITTLE SURPRISES!

BUT THEN, I'VE A FEW TRICKS UP MY OWN SLEEVE-- THANKS TO FURY AND HIS CREW!...

...LIKE THIS MINI-PLASMA TORCH! IT'S ONLY GOOD FOR A FEW MINUTES--

SSSS

--BUT I THINK THAT'LL DO!

THERE! THAT JUST ABOUT EXHAUSTS MY BAG OF TRICKS. I JUST HOPE THAT-- HEY!

THERE'S THAT 'FEELING' AGAIN... LIKE A MENTAL VIBRATION FROM BEHIND THAT DOOR.

IT COULD BE ANOTHER TRAP, BUT UNFORTUNATELY...

...THERE'S ONLY ONE WAY TO FIND OUT!

KRASH

BUT ONCE THROUGH THE HEAVY OAKEN DOOR...

NO! IT'S... NOT POSSIBLE!

I'M... BACK?

AN' I'M GLAD YA CAME, CAP. I KNEW WE HAVEN'T BEEN ON THE BEST OF TERMS LATELY, BUT THIS... PROBLEM...IS BIGGER THAN PERSONAL DIFFERENCES.

FURY'S OFFICE! THIS IS WHERE IT BEGAN. BUT... IT CAN'T BE REAL!

YET, HERE ARE THE DISCS... AND THEY *FEEL* REAL! BUT MY ADVENTURE IN DOVECOTE... COULDN'T HAVE BEEN A DREAM!

OR... COULD IT HAVE?

CAP? YOU LISTENING?

MY MISSING WING... IT'S BACK!

AND...I STILL HAVE MY SHIELD!

HEY, ARE YOU OKAY? WHAT'S WRONG?

I'M... NOT SURE.

YOU LOOK LIKE YOU JUST HAD A WHOPPER OF A NIGHT-MARE. HERE, SIT DOWN.

YES...I THINK I'D BETTER. I... I...

MY GOD, NICK, COULD I HAVE IMAGINED THE WHOLE THING? SNOWFALL... DOVE-COTE... EVERY-THING?!

WHAT IN BLAZES ARE YOU TALKING ABOUT?

I'M NOT SURE! I...EH? WHAT'S THIS IN MY BELT?

MY LAST CONCUSSION PACKET! FURY GAVE IT TO ME HIMSELF!

I KNEW IT! IT WASN'T A DREAM!

ALL RIGHT, MISTER FURY, I WANT SOME...

...ANSWERS? YOU'RE... JUST A PHANTOM!

AN ILLUSION... ALL OF IT!

I SHOULD HAVE KNOWN THAT THEY'D BE GUARDING A TELEPATH WITH TRAPS OF THE MIND AS WELL!

AND IT LOOKS LIKE THIS ROOM HAS ONLY ONE EXIT. GOD ONLY KNOWS WHAT'S BEHIND IT...AFTER WHAT I'VE FACED SO FAR, IT COULD WELL BE ANYTHING!

INDEED,

WHAT? THEY'VE GOT TO BE KIDDING!

IT LEADS OUTSIDE! DO THEY EXPECT ME TO RUN AROUND THE PLACE AND FIGHT MY WAY THROUGH AGAIN?

OR MAYBE I'M JUST SUPPOSED TO FREEZE TO DEATH... IS THAT IT?

EH? NOW THE DOOR'S DISAPPEARING! THIS MUST BE ANOTHER ILLUSION!

WELL, ILLUSION OR NOT, THIS COLD FEELS REAL ENOUGH! I'M CHILLED TO THE BONE... FEEL... ODD... SLUGGISH!

GOOD LORD! WHAT'S... HAPPENING... TO... ME? I... *KNOW*... THIS FEELING! THEY'RE SENDING... ME... BACK!

MUST... FIGHT IT! MUST...

MAKING... ME... RELIVE... THE YEARS... I SPENT... IN SUSPENDED ANIMATION!

HIS MIND REELS AS HE RECALLS THE DECADES SPENT IN THAT DREAM-LIKE STATE...

...HIS PSYCHE ONLY DIMLY AWARE OF THE GENERATIONS OF ESKIMO TRIBESMEN WHO WORSHIPPED HIS FROZEN FORM...

...UNTIL THE DAY THE INTRUDER CAME OUT OF THE SEA!

ON THE ICE AHEAD--A HUMAN VILLAGE! I SEE MASSES OF ACCURSED HUMANS!

IT IS THE DREADED *NAMOR*--THE LEGENDARY ONE!

RUN, YOU WEAK, HELPLESS MORTALS! FLEE IN TERROR BEFORE THE RIGHTFUL WRATH OF NAMOR! THUS SHALL ALL OF MANKIND ONE DAY SHRIEK IN PANIC AT THE COMING OF THE *SUB-MARINER!*

...MUST... BE... *FREE!*

I DID IT! IT TOOK EVERY BIT OF MY WILL, BUT I MANAGED TO FORCE THE ILLUSION ALONG TO AN EARLY CONCLUSION!

AND THERE'S ANOTHER BLASTED DOOR!

OR IS IT THE SAME ONE? WELL, IT DOESN'T MATTER! THIS TIME I'M GOING TO--

WHAT THE DEVIL?!

THE KNOB'S BECOME A TENTACLE... FIGHTING ME WITH IMPOSSIBLE STRENGTH!

BUT I WON'T BE STOPPED AGAIN! THIS KNOB *WILL* TURN!

CLICK

UNH NOW THE DOOR ITSELF REFUSES TO BUDGE! THIS MUST BE THE FINAL STRETCH!

I MUST FIGHT THE ILLUSION! THIS DOOR MUST OPEN... THIS DOOR *WILL* OPEN!

WITH ALL THE MIGHT HE POSSESSES, THE RED-WHITE-AND-BLUE AVENGER FIGHTS ON...PITTING BODY AND SOUL AGAINST THE LAST OBSTACLE--

--UNTIL FINALLY, AFTER LONG, AGONIZING MINUTES, IT FALLS...

...FALLS BEFORE THE WILL OF CAPTAIN AMERICA!

GOOD EVENING, SIR. IT WOULD APPEAR THAT YOU HAVE WON. I HAVE NO MORE DEFENSES LEFT!

I'VE COME FOR SNOWFALL. WHERE IS SHE?

SHE IS IN THERE... UNHARMED AND, REGRETTABLY, UNBROKEN.

A MOST UNUSUAL SORT...

YOU HAVE HER LOCKED UP IN THAT? WHAT SORT OF CREATURE ARE YOU?

"... I AM STEPHEN TUVAL, AND I WAS THE SELF-STYLED *MIND-MASTER*--

"--BEFORE THE SUB-MARINER BROUGHT ME TO DEFEAT.*

SUB-MARINER 43 -- R.

"BUT I SURVIVED THAT BATTLE TO FIND A NEW DESTINY WITH THE MEN OF DOVECOTE. UNDER THEIR AUSPICES, I USED MY MENTAL POWERS TO FIND AND ABDUCT THE YOUNG LADY WHO WAS TO BECOME *SNOWFALL!*

"THE SCIENTISTS HERE GAVE ME THE FACILITIES TO DEVELOP HER MIND TO ITS FULLEST CAPACITY... AND CONTROL IT FOR OUR OWN HIGHLY COMMERCIAL ENDS.

"WE PLACED HER IN THIS LIFE-SUPPORT COFFIN, SO THAT PHYSICAL NEEDS WOULD NOT INTERFERE...

"...AND IN A RELATIVELY SHORT TIME, SHE ACHIEVED HER FULL CAPACITY... AND MORE!"

BUT HER TRAINING PUT A DRAIN ON MY POWERS. WHEN SHE REBELLED, I TRIED TO STOP HER... FORCED HER TO KILL THOSE AGENTS AS A PUNISHMENT...

...BUT IN THE END, I COULD NOT FIGHT BOTH HER AND YOU. AND NOW, I MUST... SUBMIT.

PING

ATTENTION, ALL UNITS! WE HAVE TOTAL SECURITY BREAK-DOWN! INITIATE PLAN H!

WHAT? PLAN H?

THIS *WAS* A 'SAFE HOUSE' UNTIL YOU RUINED ITS EFFECTIVENESS, CAPTAIN! PLAN H MEANS WE EVACUATE ALL CLIENTS AND BLOW DOVECOTE TO PIECES!

THEN WE'VE GOT TO GET OUT OF HERE-- IMMEDIATELY!

NO, IT'S TOO LATE FOR ME. I'M TOO OLD... I'VE SEEN TOO MANY FAILURES. MY PUNISHMENT HAS BEEN ORDAINED. GO... TAKE SNOWFALL! YOU BOTH... DESERVE TO LIVE!

YOU OLD FOOL! WE CAN ALL-- WHAT?

FAREWELL... I DOUBT WE SHALL MEET AGAIN...

GONE. OR WAS HE EVER HERE AT ALL? WILL I EVER REALLY KNOW?

NOT THAT IT MATTERS NOW!

SNOWFALL! IF YOU CAN HEAR ME... I'LL HAVE YOU FREE IN A SECOND!

HERE WE ARE! NOW YOU'RE... GOOD LORD!

HELLO, CAP! I'M SNOWFALL... WELL, GINNY SNOW, REALLY!

I JUST KNEW YOU'D RESCUE ME. DADDY USETA SAY YOU WERE THE GREATEST HERO THERE EVER WAS.

I... SORTA LIED TO YOU ABOUT MY AGE. ARE YOU MAD?

NO, GINNY... BUT YOU'RE NOT GOING TO GET ANY OLDER UNLESS WE MOVE... FAST!

MINUTES
4:18
TO DESTRUCT

LET'S JUST HOPE THAT THE WAY OUT OF HERE--

--IS QUICKER THAN THE WAY IN!

3:57

2:36

1:45

0:51

BARAROOM

0:00

WELL, YOU'RE SAFE NOW, SNOWFA... I MEAN GINNY. SAFE AND FREE!

I *KNEW* WE'D MAKE IT, CAP!

YICK! THIS SNOW IS COLD!

ALL RIGHT, YOUNG LADY! FIRST, WE'LL FIND YOU SOME WARM CLOTHING AND RE-TRIEVE MY SHIELD--

--AND THEN I'LL TAKE YOU SOMEWHERE WHERE YOU'LL NEVER BE LOCKED UP AGAIN!

CAP? I...CAN'T GO.

WHAT? BUT YOU HAVE MY WORD THAT--!

IT ISN'T THAT. Y'SEE, I'M MORE THAN A TELEPATH-- I CAN SEE THE FUTURE... ALL OF IT!

THAT'S WHY THEY WANTED ME... SO THEY'D KNOW, AN' COULD CHANGE THINGS. BUT THE FUTURE'S BEAUTIFUL, CAP!

EVERYTHING THAT SHOULD HAPPEN, *WILL* HAPPEN! AND I CAN'T DISTURB THAT-- I *CAN'T*!

THERE'S NO PLACE FOR ME DOWN THERE... I'D ONLY LOUSE THINGS UP!

I'VE SORTA PUT A 'FREEZE' ON YOUR MUSCLES, CAP. ONCE I'M GONE, I HOPE YOU'LL UNDER-STAND.

G'BYE.

GINNY. *WAIT!*

THE LITTLE FIGURE FADES INTO THE BLOWING SNOW...

...AND WHEN THE WIND DIES DOWN, CAP SEES...

OH, MY GOD...NO.

HE CAN ONLY TRY TO UNDERSTAND.

"EVERYTHING THAT SHOULD HAPPEN, *WILL* HAPPEN!"

AND, NOT FOR THE FIRST TIME IN HIS LIFE, CAPTAIN AMERICA WONDERS IF HE'LL EVER BE-LIEVE SUCH A THING.

NEXT MIDWAY — — MELEE!

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CAPTAIN AMERICA

CARNAGE IN CONEY ISLAND!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

ALAN KUPPERBERG, PAUL KUPPERBERG, GUEST-SCRIPTER/ PENCILER PLOTTER * DON PERLIN EMBELLISHING ARTIST * J. ROSEN LETTERER * G. ROUSSOS COLORIST * R. STERN, EDITOR J. SHOOTER, ED-IN-CHIEF

GANG WARS!

HURRY UP, GEORGIE, AN' TEACH THE OLD GEEZER A LESSON! HE'S GOTTA LEARN THAT HE CAN'T HOLD OUT ON THE *CONEY ISLAND CRUISERS* AND GET--

--UNNGH!!

CYCLO

PRIVATE

WRONG, TOUGH GUY! IF THERE'RE ANY LESSONS TO BE TAUGHT TONIGHT-- *I'LL* BE TEACHING THEM!

SCOTTISH

CRIPES! CAPTAIN AMERICA!

LG569

K-KEEP BACK, MR. FLAG, OR I'LL--

-- GUHHH!

YOU'LL DO NOTHING MORE THAN TAKE A NAP, SONNY!

STAY DOWN, SIR! THESE YOUNG FOOLS HAVE PISTOLS, AND THEY'RE JUST CRAZY ENOUGH TO USE THEM!

PANG

POW

BOY, IT NEVER FAILS!

I CAN'T EVEN TAKE A LEISURELY WALK ALONG THE BEACH AS STEVE ROGERS WITHOUT SOMETHING COMING UP THAT DEMANDS CAPTAIN AMERICA'S ATTENTION!

HE TOOK OUT GEORGIE-- GET HIM!

DON'T PUSH ME TOO FAR, BOYS-- I'M NOT IN THE MOOD!

WELL, AIN'T THAT TOO BAD! C'MON, BERNIE, IT'S TIME TO STOMP THE FLAG!

"STOMP THE FLAG", EH? I DIDN'T *THINK* YOU BOYS WERE THE PATRIOTIC TYPE.

WELL, I'M SORRY I CAN'T OBLIGE YOU--

-- BUT *THIS* FLAG STOMPS BACK!

NOW, YOU JUST LIE THERE, NICE AND STILL, AND--

C-CAPTAIN AMERICA?

OH, I'M SORRY, SIR! I HOPE YOU'RE ALL RIGHT.

YES, I'M FINE... NOW. THOSE HOODLUMS SURPRISED ME.

DO YOU LIVE NEARBY?

YES, IN THIS BUILDING HERE. THAT'S WHAT THIS IS ALL ABOUT.

THAT WAS MY NEXT QUESTION.

LOOK! THEY'RE--!

LET THEM GO--I CAN CATCH UP WITH THEM ANYTIME!

SOON...

YOU'RE THE ONLY TENANT LEFT IN THIS ABANDONED BUILDING, MISTER--?

KIRSCH, CAP...JACOB KIRSCH.

YES, AFTER MY WIFE DIED, I STAYED ON ALONE. ONE BY ONE, THE OTHER TENANTS HAVE MOVED OUT WHEN THE LANDLORD ABANDONED THE PLACE...

NOT THAT I BLAMED THEM. NO HEAT, NO REPAIRS... IT HASN'T BEEN EASY.

BUT I HAVE NO MONEY, NO FAMILY...SO I STAYED. WHAT ELSE COULD I DO?

AND THEN THOSE--THOSE ***BUMS*** STARTED COMING AROUND. THEY WANTED ME OUT SO THEY COULD USE THIS BUILDING AS A HANG-OUT!

I-I WASN'T BEING BRAVE, CAP...IT'S JUST THAT I'M AN OLD MAN WITH NO PLACE TO GO. AND I'M TOO OLD TO RUN.

YOU WON'T HAVE TO RUN, MR. KIRSCH... NOT NOW, NOT EVER!

YOU HAVE MY WORD ON THAT!

HOURS LATER, AT A CERTAIN AREA WATERING HOLE...

LEMME GET THIS STRAIGHT-- CAPTAIN AMERICA SUDDENLY CAME OUTTA NOWHERE AND CREAMED THE THREE OF 'EM? CAPTAIN AMERICA...THE AVENGER?

THAT'S WHAT THEY TOLD ME-- JUST BEFORE THEY LAMMED OUTTA HERE!

THAT MEANS THE OLD DUDE'S NOT OUTTA OUR HAIR YET--

--AN' WHAT'S WORSE, WE PROBABLY GOT A BLASTED SUPER HERO ON OUR TAILS. I DON'T WANT TO MESS WITH HIM!

BAR AND GRILL

DUFFY'S

CLOSING

I CAN DIG IT! I AIN'T NEVER SEEN GEORGIE SO SCARED BY ANYTHING BEFORE!

BALONEY! WRAP A GUY IN A FLAG SUIT, AN' YA THINK HE'S HOT CHEESE! I JUST *WISH* I HAD THE CHANCE TO DANCE ON HIS HEAD!

PARDON ME.

HUH?

I BELIEVE YOU WERE WISHING TO SEE ME!

YEAH. MATTER OF FACT, I WAS.

BOYS TELL ME YOU WERE MESSING WITH SOME'A THE OTHER CRUISERS.

I DON'T LIKE THAT... A LOT!

AND I DON'T LIKE THE FACT THAT YOUR HOODS HAVE BEEN TRYING TO DRIVE JACOB KIRSCH OUT OF HIS HOME!

THAT'S GOING TO STOP, BOBO... *NOW!*

THAT TEARS IT! THE LAST LAME WHO TRIED TO TELL BOBO WHAT TO DO IS STILL LOOKIN' FOR HIS TEETH!

SMASH!

WHAT MAKES YOU THINK YOU'LL BE ANY DIFFERENT?

FIRST OF ALL, YOU'RE NOT DEALING WITH A "LAME"... NOR WITH A DEFENSELESS OLD MAN!

AND SECONDLY, I'VE FOUGHT YOUR KIND BEFORE...ONLY BACK THEN, THEY SPOKE GERMAN AND WORE BROWN SHIRTS!

THAT'S RIGHT, HERO -- KEEP MAKING THE SPEECHES!

HEY, YOU GOT ME WRONG, MAN -- I AIN'T NO NAZI.

I DON'T SEE MUCH DIFFERENCE.

SEZ YOU, FEARLESS FOSDICK!

GOT 'IM, BO!

GOOD WORK, WEASEL! NOW, THE REST'A YA --

BDASH

--PILE ON THE SUCKER!

WIT' PLEASURE, BO!

WE'LL SHOW HIM WHAT IT MEANS TO MESS WITH THE *CRUISERS!*

WELL, I MUST SAY I'M GLAD YOU BOYS DECIDED TO GET BRAVE ALL OF A SUDDEN!

I MEAN, I WAS AFRAID THAT YOU WEREN'T GOING TO GIVE ME ANY KIND OF FIGHT AT ALL!

BLAF

NOW, I'LL GRANT YOU THAT I'VE HAD BETTER SPARRING PARTNERS IN MY TIME... BUT TIMES ARE TOUGH, RIGHT?

WAK

SO, I'LL JUST HAVE TO MAKE DO WITH YOU, I GUESS!

NO MORE BIG TALK, CRUISERS?

STAND STILL, BLAST YA!

I DON'T GET IT! HOW CAN HE WHIP ALL OF US? HOW?!

YOUR FRIEND WON'T BE ANSWERING ANY QUESTIONS, FOR A WHILE, QUIZ KID--

--BUT THAT'S ALL RIGHT, AS YOU WON'T BE *ASKING* EITHER!

UNGH!

AND THAT IS THAT!

NO! YER STILL WRONG! YOU AIN'T BEAT BOBO YET!

FORGIVE ME!

I MUST BE GETTING FORGETFUL IN MY OLD AGE!

NOW, ARE YOU GOONS GOING TO STOP BOTHERING MR. KIRSCH, OR--?

HEY, LISSEN-- THAT WASN'T MY IDEA! WE WAS JUST FOLLOWIN' ORDERS!

JUST FOLLOWING--?

BOBO, THAT WAS THE WRONG THING TO SAY TO ME! YOU'RE GOING TO TELL ME *WHOSE* ORDERS OR--!

OKAY, OKAY! JUST DON'T PASTE ME AGAIN!

IT WAS ALL BIG THUNDER'S IDEA... HE'S THE CHIEF OF THE CRUISERS. I THINK IT'S GOT SOMETHIN' TO DO WITH A DEAL HE'S WORKIN' OUT WITH THE MOB.

WELL, THEN I THINK IT'S TIME WE PAID BIG THUNDER A VISIT!

MOMENTS LATER, ALONG CONEY ISLAND'S FAMOUS BOARDWALK...

BIG T AIN'T GONNA BE TOO HAPPY ABOUT THIS!

PENNY ARCADE

YOU JUST LET ME WORRY ABOUT THAT, BO!

AWFULLY DARK IN HERE... AREN'T THERE ANY LIGHTS?

NAH, THE POWER WAS CUT OFF YEARS AGO. WHATSA-MATTER, YA SCARED OF THE DARK?

JUST WARY OF WHAT MIGHT LURK THERE!

WELL, YA OUGHTTA BE!

LOOK OUT, GUYS-- HE'S HERE!

THEY WERE EXPECTING ME...

...BUT THEN, I'D HAVE BEEN SURPRISED IF THEY WEREN'T!

WITH SHOCKING SUDDENNESS, AN OVERHEAD FLOODLIGHT SNAPS ON, AND...

DON'T MAKE A MOVE, PALLY!

HAW-HAW! AN' HE THOUGHT HE WAS FORCIN' BOBO TO BRING HIM HERE!

BIG THUNDER WANTS TO MEET YOU, CAPTAIN AMERICA... YER GONNA HELP HIM PROVE A POINT!

QUIT JAWIN' WITH THE MAN, CLIFF -- HE'S BEEN SET UP AND THERE'S NOTHING HE CAN DO ABOUT IT!

BOBO, IF YOU HAD ANY IDEA HOW UNORIGINAL THAT LINE WAS --

--YOU'D BE SO EMBARRASSED THAT YOU'D NEVER OPEN YOUR MOUTH AGAIN!

YOW!

HE'S LIKE GREASED LIGHTNIN'!

"GREASED LIGHTNIN'"? SAY, WHAT'S WITH YOU CHARACTERS? DID YOU ALL ESCAPE FROM A *BOWERY BOYS* FILM FESTIVAL?

I'LL TAKE THAT, THANK YOU!

AH, ONE OF THESE BUDDING GENIUSES FINALLY COLLECTED ENOUGH OF HIS WITS TO PULL THE TRIGGER.

THAT'S IT, JUNIOR, WASTE YOUR AMMO ON MY SHIELD--

PING PANG PING

--AND WHILE YOU'RE RE-LOADING, I'LL MOVE TO A MORE STRATEGIC POSITION!

OVER HERE! HE'S MAKIN' A RUN FOR IT!

JUST KEEP THINKING THAT, FELLA... AND HOLD THAT POSE!

IT'LL MAKE IT THAT MUCH EASIER TO EVEN OUT THE ODDS WITH THESE OLD BROKEN PINBALL MACHINES!

HEY! LOOK-- *OWFF!*

THERE! AND YOU NEARLY MAKE IT A CLEAN SWEEP!

NOW, WHERE COULD BO BE HIDING?

RIGHT HERE, SUCKER!

WHAM

WHUU!

LORD, IF I HADN'T BEEN ROLLING FORWARD JUST THEN--

--I WOULD HAVE BEEN IN A LOT MORE TROUBLE--

--THAN A ROLLING SOMERSAULT--

--COULD HAVE GOTTEN ME OUT OF!

NUTS! I THOUGHT YA'D NAILED HIM GOOD THAT TIME, BOSS!

BOSS, EH? THEN YOU ARE--?

YEAH, I'M BIG THUNDER. I'VE HEARD A LOT ABOUT YOU OVER THE YEARS, CAP. YOU'VE GOT SOME REP!

BUT REPS DON'T MEAN NOTHIN' TO ME!

NOW, I WANT THAT OLD MAN'S BUILDIN'... AND I MEAN TO HAVE IT!

WHY? WHAT'S ONE OLD MAN TO YOU?

HE'S NOTHIN'. BUT I PROMISED SOME GUYS IN THE MOB THAT I COULD PROVIDE A PLACE TO STASH ANYTHING THEY'VE GOT THAT'S HOT... AND THAT BUILDING'S MADE TO ORDER!

YOUR INTERFERIN' COULDA MADE ME LOSE FACE... BUT NOW, YOU'RE GONNA HELP MAKE ME ONE OF THE BIGGEST MEN IN TOWN!

OH? AND WHY WOULD I DO THAT?

LET'S JUST SAY IT'S BECAUSE YA WANT A CERTAIN PARTY TO STAY HEALTHY!

MR. KIRSCH!

ALL RIGHT, THUNDER... WHAT DO YOU WANT ME TO DO?

EARLY THE NEXT MORNING, IN A WAREHOUSE ADJACENT TO CONEY ISLAND'S ONCE FAMOUS--NOW SADLY RUSTING--PARACHUTE JUMP...

WHY HAVE YOU HOODLUMS GOT CAPTAIN AMERICA'S SHIELD? WHEN ARE YOU LETTING ME GO?

MAYBE NEVER, POPS. IT ALL DEPENDS ON WHAT GOES ON--

--DOWN THERE! WE'RE GONNA HAVE A LI'L TUSSLE, AND IF CAPPY WINS...

...YOU *LOSE*! GET IT!

--AN' THAT'S WHY YOU GENTS ARE HERE! NOT ONLY CAN I DELIVER ALL THE SPACE TO FILL YOUR NEEDS, BUT I CAN PROTECT IT, TOO! I'LL PROVE THAT--

--BY MOPPIN' UP THE FLOOR WITH CAPTAIN AMERICA! YOU ALL SEEN HIS SHIELD EARLIER, SO YOU KNOW HE'S THE REAL THING!

YOU'VE GOT A CONTRACT, BIG THUNDER... *IF* YOU CAN DELIVER!

HE'LL DELIVER, ALL RIGHT! I HAVE TO LET HIM BEAT ME, OR HIS BOYS WILL KILL MR. KIRSCH.

THERE'S NO WAY BIG THUNDER WILL LET EITHER OF US LIVE, KNOWING WHAT WE KNOW... KIRSCH WILL ONLY LIVE AS LONG AS THE FIGHT GOES ON!

I TAKE A FALL, AND THE OLD MAN GOES FREE--THAT'S THE DEAL... AND I DON'T BELIEVE IT ONE MINUTE!

WHICH MEANS THAT I HAVE TO STAY ON MY FEET, AND DRAG THE FIGHT OUT LONG ENOUGH TO THINK OF SOME WAY TO TURN THE TABLES ON "BIG T" HERE.

OKAY, THUNDER... LET'S SEE IF YOU'RE MORE THAN TALK!

ALL RIGHT, MAN-- HERE COMES THE BIG THUNDER EXPRESS--

--AN' MY THROTTLE'S WIDE OPEN!

OH, BROTHER!

CAPTAIN AMERICA--*BIG DEAL!* YOU CAN'T EVEN DUCK A SIMPLE SUCKER PUNCH!

WAK

DON'T EVER BELIEVE IT, THUNDER!

UUNNGH!

WHEN I TAKE A PUNCH LIKE THAT, THERE'S ALMOST ALWAYS A REASON FOR IT...

...LIKE GIVING YOU AN OPENING! COME ON, YOU WANT TO MAKE THIS LOOK GOOD, DON'T YOU?!

AH, SHADDUP! YOU TALK TOO MUCH!

KLUD

I HAVE TO GET BIG THUNDER OUTSIDE SOMEHOW--AWAY FROM THE EYES OF THE CRUISERS WHO ARE HOLDING KIRSCH-- WITHOUT AROUSING THEIR SUSPICIONS TOO FAST.

AND I THINK I KNOW JUST HOW TO--!

UHN! THIS IS POINTLESS! I COULD WALTZ AROUND THE ROOM ALL DAY WITH THIS LUMMOX, AND I WOULDN'T GET ANY CLOSER TO SAVING JACOB KIRSCH!

YA ALWAYS HAVE A REASON FOR TAKIN' A PUNCH, HUH?! WHAT'S YER REASON THIS TIME?

DID YOU WANT TO FALL DOWN?

THIS BIG THUNDER GUY IS PRETTY TOUGH!

I BELIEVE THAT MR. THUNDER COULD PROVE TO BE JUST THE MAN TO HANDLE OUR... WAREHOUSING PROBLEM, BRUNO!

YOU MAY BE RIGHT, MR. FIELDS. HE CERTAINLY SEEMS-- WAIT-A-MINUTE! WHAT'S THIS?

HMM, IT WOULD APPEAR--

"--THAT BIG THUNDER IS SUFFERING A SLIGHT REVERSAL!"

KROW

MOMMY--LOOK!

THAT WASN'T VERY SMART, MAN-- YER S'POSED TO MAKE ME LOOK GOOD. ONE WORD FROM ME...

...AN' THE OLD MAN *BUYS IT!*

DON'T I KNOW IT! THAT'S WHY--

--I'VE GOT TO TAKE YOU OUT AND GET BACK INSIDE BEFORE THE CRUISERS REALIZE WHAT'S GOING ON!

IT'S KIRSCH'S ONLY CHANCE!

FOOMF

I'LL GET YA FOR THIS, CREEP! I DON'T CARE IF YA *ARE* UP THERE!

JUST MEANS I HAVE TO BRING YA *DOWN!*

STRAINING EVERY MUSCLE IN HIS BODY, BIG THUNDER GIVES A DESPERATE HEAVE AGAINST THE OLD, ERODED PILINGS--

--AND GRAVITY DOES THE REST!

GOOD LORD! H-HE'S MANAGED TO RIP OUT AN ENTIRE SECTION OF THE BOARDWALK!

HIS FOOTING TORN OUT FROM UNDER HIM, CAPTAIN AMERICA PLUMMETS TO THE BEACH AMID A SHOWER OF PLANKS AND BEAMS!

THOUGHT YA COULD PULL A FAST ONE ON ME, HUH?

HEFTING THE RED-WHITE-&-BLUE AVENGER LIKE A RAG DOLL, BIG THUNDER HURLS HIM TOWARDS A CERTAIN IMPACT WITH ONE OF THE GREAT PILINGS.

BUT...

NAW! I DON'T BELIEVE IT!

CAP BARELY HAS TIME TO CATCH HIS BREATH BEFORE...

HERE HE COMES AGAIN...HE'S LIKE A PANTING, RAGING BULL. I COULD PROBABLY LEAD HIM AROUND ALL DAY BEFORE-- WAIT, THAT'S IT!

LEADING HIM AROUND IS THE ANSWER... AND I KNOW JUST WHERE TO LEAD HIM!

THESE OLD, OUT-OF-USE 'CHUTE CABLES TO THE RIG'S TOP WILL SUIT MY PURPOSES PERFECTLY!

YOU CLIMB REAL GOOD, MAN-- BUT BIG THUNDER CLIMBS FASTER!

THANK GOD, HE DOESN'T THINK FASTER!

THE OLD PARACHUTE JUMP! MANY'S THE TIME I THRILLED TO A SATURDAY AFTERNOON RIDE ON THAT THING BEFORE THE WAR!

WELL, THIS TIME, I'M TAKING A RIDE THAT JUST MIGHT SAVE A MAN'S LIFE!

PARACHUTE JUMP

CLOSED!

YOU AIN'T GETTIN' AWAY FROM ME, YA COWARD!

SAYS YOU, THUNDER! YOU WANT ME... YOU COME AND GET ME!

AH! HERE'S THE LOFT SPACE WHERE THE CRUISERS ARE HOLDING JACOB KIRSCH!

I DON'T LIKE IT! THE BOSS'S BEEN GONE TOO LONG!

YER RIGHT, ERNIE...

...MAYBE WE OUGHTTA OFF THE GEEZER NOW!

HAH! I GOTCHA NOW!

I THINK YOU'RE MISTAKEN! I'VE GOT *YOU*--

--RIGHT WHERE I WANT YOU!

KLASH

JUST AS I THOUGHT! HE'S SUCH A KLUTZ, HE COULDN'T STOP IN TIME!

BIG THUNDER! WHUT'S GOIN' ON? YA JUST FLATTENED ERNIE! WHERE'S--

CAP'N AMERICA! I DON'T BELIEVE IT, YOU'VE BEAT BIG THUNDER!

WELL, YOU CREEPS MAY NOT BE TOO SMART-- BUT AT LEAST YOU'RE OBSERVANT!

I-I THINK YOU GOT HERE JUST IN TIME, CAP.

SORRY I CUT IT SO CLOSE, MR. KIRSCH. YOU'LL BE SAFE NOW!

NO! NO... YA HAVEN'T BEATEN ME... YET!

CAP, BEHIND YOU! BIG THUNDER IS STILL--!

NOT TO WORRY, SIR! I CAN HANDLE HIM EASILY... AND I DON'T NEED MY SHIELD TO DO IT! RIGHT, THUNDER?

GO AHEAD AN' LAUGH, YA... BLASTED CLOWN! I'M GONNA... STOMP YA... CLEAR THROUGH TO CHINA!

THOSE ARE EMPTY WORDS, THUNDER-- AND WE BOTH KNOW IT! LOOK AT YOU-- YOU'RE ALL BUT OUT ON YOUR FEET!

IN FACT, I THINK THAT ALL IT WOULD TAKE TO PUT YOU DOWN FOR THE COUNT--

--IS ONE PUNCH!

KRAK

SLAM

HUH?! WHAT THE DEVIL'S GOING ON UP IN THE LOFT?

LOOK! FALLING DOWN THE STAIRS... IT'S--

LORD! IT'S BIG THUNDER!

BUT THAT MEANS THAT CAPTAIN AMERICA--!

GENTLEMEN, I SUGGEST THAT WE VACATE-- IMMEDIATELY!

LET THEM RUN! I CAN HEAR THE POLICE SIRENS NOW! I *THOUGHT* THE RUCKUS WE RAISED ON THE BEACH WOULD BRING IN THE LAW!

THEY WON'T GET FAR... THEIR KIND NEVER DO!

COME ON, MR. KIRSCH! LET'S GO SEE ABOUT FINDING YOU A DECENT APARTMENT--

--BIG THUNDER WILL JUST HAVE TO TAKE CARE OF HIMSELF!

NEXT

THE RETURN OF ROGER McKENZIE... THE ART OF RICH BUCKLER... AND THE MENACE OF...

ADONIS!

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CAPTAIN AMERICA®

POWERLESS BEFORE THE PUNISHER!

MILLER & McLEOD

1941! The world at *war!* And in a se ret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee Presents: CAPTAIN AMERICA!®

FEAR Grows in BROOKLYN!

IT'S A BRIGHT AND SUNNY MORNING IN BROOKLYN HEIGHTS, AS THE BOROUGH'S SOLID CITIZENS RETURN TO WORK AFTER A WEEKEND OF FRANTIC LEISURE.

UNFORTUNATELY, A FEW NOT-SO-SOLID CITIZENS HAVE RETURNED TO WORK AS WELL!

PIZZA

C'MON, JOEY, GIMME A HAND! ONCE WE GET THIS GUY INTO THE ALLEY, HE'LL BE GLAD TO TELL US ALL WE WANNA KNOW!

JOEY, WHATCHA LOOKIN' AT? JOEY?

MIKE W. BARR *writer*
FRANK SPRINGER & PABLO MARCOS *Artists*

JOHN COSTANZA *letterer* | GEORGE ROUSSOS *colorist*

ROGER STERN, *editor*
JIM SHOOTER *Honorary short person*

LF599

AND IF THE MERE REFLECTION OF A CERTAIN STAR-SPANGLED AVENGER IS ENOUGH TO STRIKE JOEY SPEECH-LESS...

...JUST IMAGINE THE AWE HIS PARTNER FEELS WHEN CAPTAIN AMERICA STRIKES!

WHAT IN THE-- OOOFFF!

CAPTAIN AMERICA-- JUST IN TIME!

SPLIT UP, MAN! HE CAN'T TAKE BOTH OF US!

THEY NEVER LEARN!

GOTCHA! C'MERE, PIGEON-- YOU AIN'T GETTIN' AWAY!

I NOT ONLY *CAN* TAKE BOTH OF THEM... BUT I *WILL!*

SIMULTANEOUSLY, TWO STAR-SPANGLED MISSILES FELL THEIR QUARRIES...

AND, OUTSIDE THE ALLEY...

LES! WHAT'S THAT NOISE?

IT'S CAPTAIN AMERICA! LOOKS LIKE HE'S DOING OUR JOB FOR US AGAIN, FRED! LET'S GO!

GOOD WORK, CAP!

HEY! I RECOGNIZE THESE GUYS!

YEAH! THEY LOOK LIKE THAT OUT-OF-TOWN MOB MUSCLE THAT WAS REPORTED IN THE AREA!

HIT MEN? HERE?

YEAH, NO ONE'S QUITE SURE, CAP--BUT THE LOCAL MOBS SEEM TO BE UP TO SOMETHING!

THEY SURE DON'T IMPORT EXPENSIVE ENFORCERS FOR NOTHING!

THAT'S VERY INTERESTING...

...AND IT COULD EXPLAIN WHY THEIR VICTIM DIDN'T STICK AROUND TO PRESS CHARGES AGAINST THESE GOONS!

YOU GOT IT, CAP. YOU'LL LET US KNOW IF YOU COME ACROSS ANYTHING, OKAY?

ONE WAY

OF COURSE.

WELL, THANKS FOR TAKING CARE OF THESE HOODS, CAP--IT'S GREAT HAVING YOU IN THE NEIGHBORHOOD!

AND THAT GOES DOUBLE FOR ME, MAN!

I SHOULD HAVE BEEN LONG GONE BY NOW... I HAVE AN APPOINTMENT IN THE CITY AS STEVE ROGERS--

--BUT I COULDN'T VERY WELL RUN OUT ON THOSE COPS WHILE THEY WERE THANKING ME. IT'S NICE TO KNOW THAT CAP'S STILL APPRECIATED.

UNFORTUNATELY, NOW THERE'S ONLY ONE WAY I'LL MAKE THAT APPOINTMENT.

TAXI!

BUT EVEN AS STEVE ROGERS CLIMBS INTO A WAITING CAB, JUST A FEW BLOCKS AWAY, A TIMID FIGURE POKES HIS HEAD OUT OF A HIDING PLACE...

G-GOTTA HIDE... BUT WHERE? *WHERE?*

FRIGHTENED EYES SWEEP THE QUIET BROOKLYN HEIGHTS STREET...

ROOM TO LET

...AND LIGHT ON A SIGN THAT PROMISES SANCTUARY!

PERFECT! JUST WHAT I NEED TO LAY LOW FOR A WHILE!

AND THE UNASSUMING FACE OF THE FORMER VICTIM BREAKS INTO A SMILE...A SMILE PURE ONLY IN MALICE!

BUT WHAT WOULD THIS QUIET, MYSTERIOUS MAN DO IF HE KNEW THAT HIS CHOSEN SANCTUARY WAS ONLY A SHIELD'S THROW AWAY FROM THE APARTMENT HOUSE OF CAPTAIN AMERICA?

MEANWHILE, IN MIDTOWN MANHATTAN, STEVE ROGERS FINDS HIMSELF FIVE DOLLARS POORER...

...BUT ONLY FIVE MINUTES LATE!

HMMM... NICE GREETING CARDS... NO-FAIL DETECTIVE AGENCY... HERE WE ARE: NON-PARALLEL PUBLICATIONS, INC.-- NINTH FLOOR!

THIS ISN'T THE RITZIEST BUILDING IN THE WORLD, BUT A FLEDGLING COMMERCIAL ARTIST CAN'T BE TO CHOOSEY.

PING

NON-PARALLEL PUBLICATIONS INC.

NOT A GREAT ELEVATOR EITHER. AH, BUT THEIR OFFICES ARE PROBABLY LIKE A PALACE!

OW! THIS ISN'T A PALACE-- IT'S A DUNGEON!

EXCUSE ME, MA'AM, I MUST HAVE THE WRONG OFFICE!

IF YOU'RE AN ARTIST, SON, YOU'RE IN THE RIGHT OFFICE! GET YOUR PORTFOLIO IN HERE-- I NEED YOU!

KRAMER'S THE NAME, SON-- CYNTHIA MAXWELL KRAMER! I *AM* NON-PARALLEL PUBLICATIONS! YOU'RE--?

STEVE ROGERS, BUT I THOUGHT...

I'LL DO THE THINKING, SON-- I'M EDITOR OF THIS PLACE! MAYBE WE'RE NOT MUCH NOW, BUT THERE WAS A TIME WHEN *N.P.P.* HAD OVER FIFTY MAGAZINES TO ITS NAME!

THAT WAS BACK WHEN MY FATHER, MAXWELL KRAMER, FOUNDED THE LINE. TODAY, ALL WE HAVE LEFT IS *TOUGH*, THE MAGAZINE FOR MACHO MEN...

...BUT IT'LL STAY ALIVE AS LONG AS I DO-- I PROMISED DAD THAT! BUT ENOUGH OF PUBLISHING HISTORY-- LET'S SEE YOUR SAMPLES!

HMMM... FIGURES ARE A LITTLE STIFF, ROGERS... NOT BAD, THOUGH. BUT IT'S OBVIOUS THAT YOU KNOW NOTHING ABOUT MEN IN COMBAT!

I DON'T?

NO. BUT I NEED ARTWORK FAST, AND YOU'RE THE ONLY AVAILABLE ARTIST WHO'LL WORK FOR MY RATES!

HERE, ROGERS -- GIVE ME SOME SPORT ILLOS FOR THIS ARTICLE BY THURSDAY! THINK YOU CAN MAKE DEADLINE?

"*ILSE--LOVE-PRISONER OF STALAG 18*"??

UH... MS. KRAMER, I DON'T KNOW IF I'M RIGHT FOR THIS.

RIGHT? I SAID YOU WERE RIGHT, DIDN'T I? WHY ARE YOU STANDING AROUND? GET TO WORK!

Y-YES, MA'AM!

WHEW! I'D RATHER FIGHT A SUPER-VILLAIN ANY DAY! EDITORS ARE NUTS!

STILL, IT *IS* AN ASSIGNMENT, AND I'D BETTER GET RIGHT TO IT--

--AFTER LUNCH! WONDER WHERE A GUY CAN GET A CHILI DOG AROUND HERE?

AND SO, TWO SUPER-DOGS, ONE BIG ORANGE, AND A SUBWAY RIDE LATER, STEVE ROGERS EMERGES NEAR THE BROOKLYN HEIGHTS APARTMENT BUILDING HE CALLS HOME...

I CAN'T STOP THINKING ABOUT THAT MUGGING THIS MORNING. SOMETHING'S UP.. I WISH I KNEW WHAT IT WAS.

CLIMBING THE STAIRS, HE PAUSES AT THE RAUCOUS ROAR OF A TELEVISED SPORTING EVENT, AND TRACES IT TO ITS SOURCE--THE APARTMENT OF JOSHUA COOPER.

HI, STEVE--ME AN' MIKE WERE JUST WATCHIN' THE FIGHTS... PULL UP A CHAIR! SAY, HOW'D THE APPOINT-MENT GO?

GREAT, JOSH--I THINK! I MET THIS--

SUDDENLY, STEVE'S RECITATION IS SEVERED BY A SHARP SCREAM FROM THE OTHER END OF THE HALL...

EEEEEEEE

AND LIKE AN OLD FIREHORSE, HE INSTANTLY RESPONDS...

THAT WAS MRS. KAPPLEBAUM!

YEAH! LET'S GO!

RACING DOWN THE HALL, THEY STORM INTO THE APART-MENT OF THE WOMAN WHO HAS BECOME ALMOST A SECOND MOTHER TO THEM...

MRS. K! ARE YOU ALL RIGHT?

SHE'S OKAY, MIKE-- BUT SHE'S HAD SOME SORT OF SHOCK!

SH-SHOCK? Y-YES, I GUESS THAT'S IT.

I-I'LL BE FINE IN A MINUTE. W-WOULD YOU BOYS LET ME TALK TO STEVE... ALONE?

UH, SURE, ANNA-- IF THAT'S WHAT YOU WANT.

THE TWO TENANTS QUICKLY WITHDRAW--

--LEAVING STEVE AND ANNA ALONE IN UNCOMFORTABLE SILENCE-- A SILENCE UN-BROKEN, UNTIL...

THANK YOU FOR STAYING, STEVE. I-I DON'T KNOW WHY, BUT I FEEL I CAN CONFIDE IN YOU!

I KNOW WHY, ANNA...

"...IT'S BECAUSE I RESCUED YOU FROM THE GERMAN DEATH CAMP, DIEBENWALD, BACK IN WORLD WAR II. YOU TRUST ME, EVEN THOUGH YOU DON'T KNOW WHY."

STEVE... I COULD HAVE SWORN I SAW A... A NAZI IN THE ALLEY ACROSS THE STREET!

WELL... THERE'S NO ONE OUT THERE NOW, ANNA.

I KNOW, STEVE... COULD THE MEMORIES OF DIEBEN-WALD BE CATCHING UP WITH ME? AM I LOSING MY MIND?

--BUT YOU SURVIVED... YOU OVERCAME! YOUR MIND IS AS CLEAR AND STRONG AS ANYONE'S. AND IF YOU SAY YOU SAW A NAZI OUT THERE, THEN I BELIEVE YOU!

NOW, HOLD ON, ANNA! I KNOW YOU WENT THROUGH HELL DURING THE WAR--

YOU JUST RELAX AND DON'T WORRY. IF YOU NEED ME, I'M RIGHT UPSTAIRS.

THANK YOU, STEVE... BLESS YOU.

FIRST THAT MUGGING THIS MORNING, AND NOW THIS! HAS SOME OLD ENEMY OF CAP'S TRACKED ME DOWN? IS THERE SOME CONNECTION THAT... NO, THAT'S RIDICULOUS!

ENTERING HIS STUDIO-APARTMENT, STEVE TRIES TO PUT HIS WORRIES ASIDE, AS HE BEGINS TO WORK.

THE PICTURES COME SLOWLY AT FIRST... THEN THE FLOW BEGINS, AND FIGURES START TO COME ALIVE ON THE PENCILED PAGE!

LOST IN CONCEN-TRATION, THE HOURS PASS, UNTIL HIS ATTENTION IS SUDDENLY INTER-RUPTED BY A SOUND HE KNOWS AS WELL AS HIS OWN VOICE...

KRA-KOW

A RIFLE SHOT!

DOWN THE STREET... ON THAT ROOF... IT'S *HIM!*

STEVE ROGERS BOLTS AWAY FROM HIS WINDOW--

--AGAIN DONNING THE COSTUME WHOSE COLORS SYMBOLIZE THE PRINCIPLES TO WHICH HE HAS DEDICATED HIS LIFE!

AND A MOMENT LATER, IT IS CAPTAIN AMERICA WHO BURSTS OUT UPON THE BUILDING'S ROOF!

NEVER HAD TO LEAVE THE BUILDING THIS WAY BEFORE-- BUT IT SHOULD WORK.

BLAST! THE ROOF TAR IS STICKY... I DON'T THINK I GOT ENOUGH TRACTION!

STEELY MUSCLES TENSE AND FLEX, LAUNCHING THE AVENGER INTO SPACE...

...ONLY TO FIND THE FLESH SOMEWHAT WEAKER THAN THE FIGHTING SPIRIT!

I WAS AFRAID OF THIS!

OH, WELL-- THIS MANEUVER HAS WORKED SINCE 1941...

...AND THERE'S NO REASON...

...WHY IT SHOULD STOP WORKING NOW!

HIS SUPERBLY-CONDITIONED BODY RESPONDING INSTANTLY, THE LIVING PERSONIFICATION OF THE AMERICAN DREAM AGAIN SHOOTS SKYWARD--

--ONLY TO ENCOUNTER A FIGURE WHOSE BLACK-AND-WHITE UNIFORM AND SOLEMN DEMEANOR STAMP HIM INDELIBLY AS...

THE PUNISHER!

WHAT THE DEVIL?!

I-I DON'T BELIEVE IT!

WITH ONE SUPPLE MOVEMENT, CAPTAIN AMERICA PLACES HIMSELF BETWEEN THE BLAZING GUNS OF THE EBONY EXECUTIONER--

--AND HIS RELIEVED, IF SOMEWHAT SURPRISED, VICTIM!

ALL RIGHT, PUNISHER-- HOW ABOUT DRAWING A BEAD ON A TARGET WHO CAN DEFEND HIMSELF?

CAPTAIN AMERICA! I'VE FOLLOWED YOUR CAREER FOR YEARS, SIR--AND I CAN ADMIRE WHAT YOU STAND FOR--

--BUT THIS IS NONE OF YOUR BUSINESS! EITHER BACK OFF--NOW--OR I'LL BE FORCED TO DEAL WITH YOU AS I WOULD ANY CRIMINAL SCUM!

"WAR JOURNAL ENTRY NUMBER 509: CAPTAIN AMERICA'S UNEXPECTED PRESENCE WAS ONLY A MOMENTARY SETBACK TO MY TIMETABLE.

"HIS ONLY WEAPON WAS NOT EVEN A MOMENT'S DIVERSION!"

NO WAY, PUNISHER! I'VE BEEN THREATENED BY THE BEST, AND--!

IT WAS NO THREAT, CAP-- JUST A WARNING...

...STAY OUT OF THIS, OR SUFFER THE CONSEQUENCES!

TONNG

INCREDIBLE! NOT ONE MAN IN A THOUSAND COULD STOP MY SHIELD LIKE THAT!

WE HAVE NO REASON TO FIGHT, CAPTAIN! IT'S YOUR BATTLE I FIGHT-- THE BATTLE TO RID OUR CITIES OF CRIMINAL VERMIN... LIKE THE MAN YOU'RE PROTECTING!

OR DIDN'T YOU KNOW? THAT MAN IS AN UNDERWORLD COURIER--HE KNOWS THE MEETING PLACE OF TWO RIVAL MOB BOSSES. IT'S A MEETING I PLAN TO "ATTEND"!

THAT EXPLAINS WHY THOSE HIT MEN ATTACKED HIM THIS MORNING-- THEY MUST HAVE BEEN FROM A THIRD GANG, WANTING IN ON THIS MEETING!

PUNISHER, LISTEN! YOU CAN'T KILL THOSE MOB BOSSES IN COLD BLOOD! EVEN THEY HAVE RIGHTS--!

RIGHTS?! THEY GAVE UP THEIR RIGHTS WHEN THEY CHOSE THE PATH OF CRIME! NOW IT IS MY JOB TO PUNISH THEM--

--AND THE PUNISHER NEVER MISSES!

SO I'LL WARN YOU AGAIN, CAP-- EITHER SURRENDER THAT SCUM TO ME --

--OR BE PREPARED TO DIE WITH HIM!

GOT TO KEEP HIM TALKING... MAYBE IF I TRY A BLUFF!

NO NEED TO BE HASTY, PUNISHER--I THINK WE CAN MAKE A DEAL! IF YOU--

DEAL?! NO!

AND, MISUNDERSTANDING CAP'S PLAN, THE FRIGHTENED LITTLE COURIER PANICS...PLAYING RIGHT INTO THE PUNISHER'S HANDS!

HE'LL KILL ME!

IT'S TOO LATE FOR THIS FOOL! I'VE ALREADY OBTAINED THE INFORMATION I NEEDED FROM HIM.

SPK

ON

HIS USEFULNESS-- AND HIS EXISTENCE-- ARE OVER!

BLAST YOU, PUNISHER! YOU'LL PAY FOR THAT!

NO, CAPTAIN! YOU'LL PAY... IF YOU GET IN MY WAY AGAIN!

WAIT, YOU FOOL!

HE'S GOT QUITE A LEAD, BUT I CAN--!

C-CAP...

WHAT? THE COURIER IS STILL ALIVE! I MUST HAVE RATTLED THE PUNISHER MORE THAN I THOUGHT...HIS AIM WAS OFF.

"WAR JOURNAL ENTRY NUMBER 509 CONTINUED: I RETURNED TO MY DISGUISED COMBAT VAN, CAPTAIN AMERICA'S INTERFERENCE IN MY CAMPAIGN HAVING BEEN TERMINATED-- AT LEAST, I HOPE IT HAS... FOR HIS SAKE!

BUT, UP ON THE ROOF...

C-CAP... BOSSES MEETIN'... ARBER RUBBER PRODUCTS ... THE S-SIXTH FLOOR... GOT THAT? YOU GOTTA STOP... PUNISHER...

HE'S PASSED OUT! HE NEEDS A DOCTOR BADLY, BUT IF I HELP HIM, THE PUNISHER WILL BLOW HIS BOSSES AWAY! HOW--?

HEY! WHAT'S ALL THE RACKET UP HERE? IF YOU KIDS ARE..., HUH? CAPTAIN AMERICA?!

CALL AN AMBULANCE, OLD TIMER! AND THE POLICE!

NOW EVERYTHING IS FALLING INTO PLACE! ANNA KAPPLEBAUM SAW THE PUNISHER'S BLACK OUTFIT, AND THOUGHT HE WAS A NAZI! HMMM, SHE MAY NOT BE FAR FROM WRONG!

FROM WHAT I'VE READ ABOUT THE PUNISHER, HE'S A STRANGE, FANATICAL CRUSADER WHO'S BENT ON EXTERMINATING ALL ORGANIZED CRIME!

BUT IF HE THINKS HE CAN CARRY HIS CRUSADE INTO MY NEIGHBORHOOD--ENDANGERING THE LIVES AND RIGHTS OF INNOCENT CITIZENS--

--THEN HE IS MOST DEFINITELY WRONG!

O PINE TOW

M-MY WORD!

THE RED-WHITE-AND-BLUE AVENGER SPRINTS RAPIDLY ACROSS BROOKLYN, AND A COMMON GAS LINE SUDDENLY BECOMES AN EVENT THE MOTORISTS WILL REMEMBER FOR YEARS!

THERE'S THE FACTORY UP AHEAD-- JUST OFF HENRY STREET! I ONLY HOPE I'M IN TIME!

THEY SAY UNLEADED'LL BE UP TO TWO BUCKS A GALLON IN NO TIME! I THINK IT'S-- *HUH?!* CAPTAIN AMERICA!

OH, WOW! ISN'T HE A HUNK?

THIS IS THE FACTORY... BUT IT'S ONLY GOT FIVE FLOORS! COULD THE COURIER HAVE BEEN WRONG? I DON'T... WAIT!

THAT HUGE WATER TOWER ATOP THE BUILDING... OF COURSE, THAT'S THE "SIXTH FLOOR"! THE MEETING IS *INSIDE* THE WATER TOWER!

"*WAR JOURNAL ENTRY NUMBER 510*: THE GUARDS WERE NO PROBLEM AT ALL-- THEY NEVER ARE! I CAREFULLY ATTACHED THE PLASTIC EXPLOSIVE TO THE TOWER BASE, PREPARATORY TO ELIMINATING TWO OF BROOKLYN'S MOST POWERFUL MOB BOSSES--

"--'LITTLE JOHN' GIOVANNI AND THE YOUNG, AMBITIOUS 'SHARK' ARMSTRONG. THEY, ALONG WITH GIOVANNI'S RIGHT-HAND MAN AND ARMSTRONG'S DECEPTIVELY BEAUTIFUL BODYGUARD...

"...WERE MEETING IN THE WATER-TOWER OFFICE TO DISCUSS ENLARGING THEIR... 'BUSINESSES'.

"I HAD PLANS TO MAKE THEM REGRET THEIR CAREER CHOICES... FOREVER!

"THE DETONATOR WAS READY. WITH JUST ONE PRESS OF A BUTTON, AND THESE SCUM WOULD NEVER RUIN ANOTHER LIFE!

"BUT THEN..."

SPANG

WHAT? YOU AGAIN?!

NOT AGAIN, PUNISHER-- STILL!

LISTEN TO ME! I UNDERSTAND YOUR CAUSE-- MAYBE MORE THAN YOU KNOW-- BUT I CAN'T LET YOU MURDER THOSE MEN!

THEY HAVE RIGHTS-- JUST AS YOU DO! NO MAN CAN BE DENIED THOSE RIGHTS, OR ELSE NONE OF US HAVE ANY RIGHTS!

ONCE I BELIEVED THAT, TOO, CAPTAIN--

--BUT THAT WAS BEFORE EVERYONE I EVER CARED ABOUT DIED AT THE HANDS OF UNDERWORLD HITMEN!

THIS IS WAR, AND CRIME IS THE ENEMY! THERE'S ONLY ONE WAY TO FIGHT IT!

MY WAY!

WAKE UP, SOLDIER--YOU THINK YOU'RE THE ONLY ONE WHO'S EVER LOST A LOVED ONE?

SURE IT'S A WAR-- BUT IF YOU FIGHT ON THEIR TERMS, YOU'RE NO BETTER THAN THEY ARE!

UH-OH, THE MOB BOSSES HEARD THE COMMOTION. WE'RE SITTING DUCKS OUT HERE.

STILL, I'VE GOT TO GET THEM OUT OF THAT TOWER, IN CASE THE PUNISHER MAKES A BREAK FOR HIS DETONATOR. HAVE TO ACT LIKE I DON'T SEE THEM.

FOR SOME OF THE LONGEST SECONDS OF HIS LIFE, CAP PRETENDS NOT TO NOTICE THE SILENTLY APPROACHING MOBSTERS...

HERE THEY COME...HAVE TO MAKE MY MOVE--

THIS IS YOUR LAST WARNING, CAPTAIN! IF YOU'RE NOT WITH ME, YOU'RE AGAINST ME!

GET A LITTLE CLOSER, THEN LET 'EM HAVE IT!

--NOW!

AN AMBUSH... AND YOU... YOU KNEW!

IT APPEARS YOU SAVED MY LIFE, CAP... BUT THAT WON'T CHANGE ANYTHING IF WE GET OUT OF THIS!

PUNISHER, I'LL WORRY ABOUT THAT--

--WHEN WE GET OUT OF THIS!

FOR COUNTLESS MINUTES, THE PUNISHER AND THE CRIMINALS EXCHANGE VOLLEY AFTER VOLLEY OF HOT LEAD...

...AND SUCH IS THE SKILL OF THE BLACK-GARBED VIGILANTE, THAT HE SINGLE-HANDEDLY REDUCES THE NUMBER OF FOES--

--ONE BY ONE.

MOB REIN-FORCEMENTS WILL SHOW SOON, CAP--DO YOU PLAN TO JUST SIT THERE ON YOUR SHIELD?

I WAS DOING THIS BEFORE YOU WERE BORN, PUNISHER -- AND NO SECOND-RATE HOOD IS ABOUT TO STOP ME NOW... NO MATTER HOW MUCH FIRE-POWER HE HAS!

THAT'S SOMETHING YOU SHOULD LEARN, PUNISHER. OH, I'VE HANDLED A GUN A FEW TIMES IN MY CAREER, BUT I'VE NEVER WILLINGLY TAKEN A LIFE... AND I NEVER WILL!

THAT'S SOMETHING YOU SHOULD THINK ABOUT, WHILE YOU--

--COVER ME!

"ENTRY NUMBER 510 CONTINUED: THE ODDS SHIFTED SHARPLY TO OUR SIDE, THANKS TO MY MARKSMANSHIP--

"-- AND THE ASTOUNDING SKILL OF CAPTAIN AMERICA!

"ALL GUNFIRE CEASED, AS THE AVENGER WADED INTO THE MOBSTERS' MIDST, INADVERTENTLY FORCING THEM BACK TOWARDS THE WATER TOWER.

"I GRABBED FOR THE DETONATOR... WITH JUST ONE TOUCH, I COULD BLOW THEM ALL TO BITS.

"BUT CAPTAIN AMERICA WAS WITH THEM. AND THOUGH I OWED HIM NOTHING... THOUGH HE HAD OPPOSED ME... I FOUND I COULDN'T PRESS THE BUTTON.

"MY HESITATION PROVED TO BE MY UNDOING..."

FREEZE, PUNISHER! I FEEL A LITTLE FUNNY DOING THIS--ESPECIALLY SINCE YOU'VE DONE MY JOB FOR ME-- BUT YOU'RE UNDER ARREST!

WHAT?!

A FEDERAL AGENT! YOUR COVER WAS MOST EFFECTIVE. I'LL GO QUIETLY.

I MUST SAY, I DIDN'T EXPECT YOU TWO TO SHOW UP, CAP-- BUT YOU'VE PROBABLY SAVED ME A GOOD WEEK IN CLOSING OUT THIS GANG.

GLAD TO HAVE BEEN OF HELP, MISS.

FUNNY, I WOULDN'T HAVE EXPECTED THE PUNISHER TO SURRENDER SO EASILY.

IRONIC, ISN'T IT, PUNISHER? IN YOUR ZEAL TO WIPE OUT THIS MOB, YOU WOULD'VE KILLED A POLICEWOMAN-- SOMEONE WHO'S ON YOUR SIDE IN THIS "WAR".

THE IRONY IS SEEMINGLY LOST ON THE PUNISHER, AS HE DISCARDS HIS DETONATOR...

...A GESTURE THAT DOESN'T ESCAPE CAP'S ATTENTION!

THE WAY HE FLIPPED THE DETONATOR WAS TOO DELIBERATE... ALMOST AS IF HE'D SET IT TO--!

EVERYONE... GET BACK FROM THE TOWER!

WA-WHOOM

AND WHEN THE SMOKE CLEARS...

THE PUNISHER'S GONE! I KNEW HE HAD SOMETHING UP HIS SLEEVE!

ENTRY NUMBER 510 CONTINUED: IT WAS NO CHALLENGE TO ESCAPE UNDER COVER OF SMOKE AND WATER... I EASILY MADE MY WAY BACK TO MY COMBAT VAN.

"I MUST CONSIDER THIS MISSION BUT A PARTIAL VICTORY, THOUSH THE CRIMINAL SCUM WILL BE TAKEN INTO CUSTODY.

ACE REPAIRS

"I WONDER AT MY WEAKNESS IN SPARING CAPTAIN AMERICA'S LIFE. I SHALL HAVE TO GIVE THIS MATTER MUCH THOUGHT. END OF ENTRY."

SHORTLY, ON THE ROOF-TOP...

WE'LL TAKE OVER NOW, CAP! TOO BAD ABOUT THE PUNISHER!

TOO BAD? YES, I SUPPOSE IT WAS.

WE'RE... VERY MUCH ALIKE, THE PUNISHER AND I... EACH OF US ARE FIGHTING A VERY PERSONAL WAR.

BUT HE'S GOT TO BE STOPPED. IF WE SHOULD MEET AGAIN...

THE AVENGER'S VOICE TRAILS OFF, AND HE IS SILENT FOR A VERY LONG TIME.

END.?

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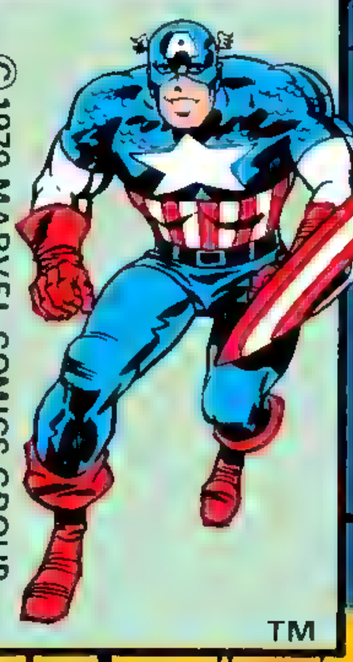

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CAPTAIN AMERICA®

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

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STEVE GRANT WRITER | DON PERLIN & JOE SINNOTT ARTISTS | CLEM ROBINS LETTERER | GEORGE ROUSSOS COLORIST | ROGER STERN EDITOR | JIM SHOOTER EDITOR-IN-CHIEF

STEVE ROGERS HAD BEEN SITTING IN HIS BROOKLYN HEIGHTS APARTMENT MINDING HIS OWN BUSINESS WHEN THE CALL CAME.

IT WAS A WOMAN'S VOICE ON THE LINE, MUFFLED AND HAUNTINGLY FAMILIAR...

PEGGY CARTER! I HAVEN'T SEEN HER SINCE I SAVED HER FROM DR. FAUSTUS,* NOW SHE SUDDENLY POPS OUT OF NOWHERE, ASKING FOR HELP! SHE COULD JUST GIVE ME THE ADDRESS BEFORE BEING CUT OFF... BY SOMEONE.

CAN'T SEE A THING IN HERE... IT'S HARD ENOUGH JUST TO FEEL MY WAY AROUND! THIS PLACE STINKS OF A TRAP!

I WONDER IF PEGGY'S CAPTORS ARE EXPECTING ME AS STEVE ROGERS --OR AS CAPTAIN AMERICA?

FACADES!

*ISSUE #236 --ROGER.

LF628

SUDDENLY...

BRIGHT LIGHTS! I'M REALLY BLIND NOW!

THERE HE IS! GET 'IM!

GOT MY SHIELD UP JUST IN TIME! WHO-EVER HE IS, HE PACKS QUITE A PUNCH!

CLANG

BLAST! I CAN'T HOLD 'IM! HE'S--OOF!

I TOLD YA TA WAIT FOR US, YA OLD WALRUS!

THAT SOUNDS LIKE--NO, IT CAN'T BE!

I'M FIGHTING NICK FURY AND HIS AGENTS OF SHIELD!

YEAH, AN' THIS TIME WE'RE STOPPIN' YOU ONCE AND FOR ALL!

DUM-DUM, GABE, AN' I HAVE BEEN WAITIN' FOR THIS! EVEN YOU CAN'T BEAT ALL OF US!

UNNN!

CARE TO BET ON THAT, FURY? BLIND, I MIGHT HAVE LOST TO YOU-- BUT MY SIGHT'S COMING BACK!

NOW I WANT SOME ANSWERS, NICK! WHAT'S GOING ON? WHY DID YOU SET THIS TRAP FOR ME?

HE DIDN'T, CAP! I DID!

WHA--! YOU ! B-BUT WHY?

WHY? BECAUSE YOU LET MY SISTER, SHARON CARTER DIE AT THE HANDS OF THE NATIONAL FORCE--JUST LIKE YOU LEFT ME TO DIE DURING WORLD WAR TWO!

PEGGY, THAT'S NOT TRUE...

PERHAPS, CAPTAIN! BUT TRUTH HAS LITTLE IMPORTANCE--

--HERE IN THE REALM OF THE *MANIPULATOR!*

YOU SEEM DISSATISFIED, MR. MULDOON! IS SOMETHING WRONG?

YEAH! I HIRED YOU TO BUMP OFF CAPTAIN AMERICA--YOU COULD'VE PLUGGED HIM TEN TIMES ALREADY! WHAT'S ALL THIS?

THIS IS MY MEANS OF ELIMINATING THE CAPTAIN! AS YOU LEARNED WHEN HE CRUSHED YOUR CRIME EMPIRE--WHEN YOU WERE THE COWLED COMMANDER*--

USING FORCE AGAINST HIM WOULD BE UNSUCCESSFUL! THERE ARE SUBTLER MEANS OF BREAKING HIM.

*CAP #159 --ROGER.

CAPTAIN AMERICA HAS TWO IRRECONCILABLE FACETS TO HIS NATURE! ON THE ONE HAND, HE IS THE LIVING SYMBOL OF FREEDOM...

...ON THE OTHER, THE ULTIMATE SOLDIER! BROUGHT FACE TO FACE, WHICH SIDE WOULD WIN?

THAT'S STUPID! A GOOD HIT MAN COULD--

I WANT YOUR MONEY, MR. MULDOON! I DON'T NEED YOUR SUGGESTIONS!

I AM FULLY CONSCIOUS OF WHAT I AM AND WHAT I CAN DO! I OPERATE WITH THE COOL DETATCHMENT OF A SCIENTIST! IN OTHER WORDS, MR. MULDOON, I CANNOT BE MANIPULATED!

"YOU'RE SKEPTICAL? MY TRAINING GOES BACK MANY YEARS! I HAD A CHILDHOOD MUCH LIKE ANY OTHER--AND A FATHER WHO WAS ALL THE WORLD TO ME!

"YET WHILE I WAS GROWING UP, HE WAS BEING SLOWLY DESTROYED--BY HIS UNFULFILLED DREAMS AND FEARS AND FORCES AND PRESSURES HE COULDN'T UNDERSTAND!

"AND HE **WAS** DESTROYED! BY A NAGGING WIFE AND AN OVER-BEARING BOSS AND A WORLD THAT ATE AT HIS FEARS AND NEEDS! EVENTUALLY, HE KILLED HIMSELF--AND I SWORE I WOULD NOT FOLLOW IN HIS FOOTSTEPS!

SO, I FULLY MASTERED MYSELF --THROUGH THE STUDY AND APPLICATION OF BEHAVIORAL SCIENCE! NOW, HAVING NO DESIRES OF MY OWN, I USE MY KNOWLEDGE TO EARN A LIVING... EVEN I MUST EAT, AFTER ALL!

WHAT A NUT!

WELL, WHAT ABOUT CAPTAIN AMERICA?

AH, YES... YOU'RE ANXIOUS TO WITNESS HIS DESTRUCTION! I'M SURE NOTHING'S HAPPENED YET, BUT YOU'RE WELCOME TO WATCH!

HMM, VERY INTERESTING...

"...THE CAPTAIN IS TRYING TO REASON WITH MY ANDROID DOUBLE OF PEGGY CARTER!"

YOU MAKE IT SOUND DELIBERATE... BUT YOU KNOW THAT'S NOT SO! I COULDN'T RESCUE SHARON!

LIAR! YOU WANTED HER TO DIE!

THAT'S WHY YOU DIDN'T LIFT A FINGER TO HELP HER!

YOU DESTROYED MY SISTER-- AND FOR THAT, YOU'LL DIE! BUT FIRST, I'LL DESTROY SOMEONE VERY CLOSE TO YOU...

...YOUR EX-PARTNER, *THE FALCON!*

AND BEFORE CAP'S STARTLED EYES, ANOTHER SPOTLIGHT SUDDENLY BLINKS ON, REVEALING...

FALC! NO, PEGGY! DON'T!

TOO LATE, KILLER! FAR TOO LATE!

ZZAT

YARRR!

C-C-CAP!

THE WORD CRACKS DRYLY IN THE FALCON'S THROAT...

...HIS EYES GO GLASSY...HE PITCHES FORWARD, GASPING! AND, IN INSTANTS--

--HE CRUMBLES INTO DUST!

FALCON! OH, NO... FALCON!

SO YOU COULDN'T SAVE HIM, EITHER! NOW YOU KNOW HOW I FELT WHEN SHARON DIED... AND SOON YOU'LL KNOW HOW SHE FELT!

DIE, CAPTAIN AMERICA!

SOMETHING IS WRONG HERE...TERRIBLY WRONG. I CAN'T BELIEVE PEGGY WOULD BE SO OVERCOME WITH GRIEF OVER SHARON'S DEATH THAT SHE'D GO MAD--

--AND THERE'S NO WAY FURY WOULD GO ALONG WITH HER ON SOMETHING THIS INSANE! COULD THEY HAVE BEEN BRAINWASHED OR--?

WHAT'S SHE WAITING FOR? WHY DOESN'T SHE FIRE? SHE'S SIGHTING SO MECHANICALLY... ALMOST AS IF--!

ZAM

PEGGY-- NO!!

Y-YOU GOT WHAT YOU WANTED, KILLER...I'M ...DYING...

PEGGY! OH, LORD!

I DIDN'T MEAN FOR THAT BLAST TO REBOUND ON YOU.

WAIT! THESE AREN'T THE REMAINS OF A HUMAN BEING! WHAT--?!

STOW THE TEARS, MURDERER! YOU WANTED TO WIPE OUT THE CARTER FAMILY--AND YOU DID!

FURY!

ON YOUR FEET! AND NO SUDDEN MOVES--OR WE'LL FINISH THE JOB RIGHT HERE!

WHAT JOB? WHAT ARE YOU TRYING TO PIN ON ME, FURY?

I HAVE TO SHOW YOU FOR WHAT YOU ARE--A WARPED VERSION OF REALITY!

YOU HOLD YOURSELF UP AS A SYMBOL, AN IDEAL! ORDINARY GUYS KILL THEMSELVES TRYING TO BE LIKE YOU! YOU'RE MORE THAN SHARON OR PEGGY OR ME OR ANYONE CAN LIVE UP TO...

YOU'RE CONDEMNING ME FOR THAT? YOU'RE OUT OF YOUR MIND, FURY!

IF YOU *ARE* FURY!

HE'S MOVING TOO FAST! CAN'T GET A BEAD ON HIM!..

YOU BOYS ARE GETTING OLD, THAT'S ALL! WORLD WAR II WAS A LONG TIME AGO! AND FIGHTING A FEW SECRET AGENTS EVERY SIX MONTHS--

--ISN'T THE SAME AS TAKING ON CAPTAIN AMERICA!

YARRRGH!

GABE! I COULDN'T HELP IT... HIS SHIELD...

SEE? GABE JONES WAS A REAL SOLDIER--NOT A A COSTUMED SHOWOFF LIKE YOU!

I DIDN'T WANT HIM TO DIE, FURY!

EVERYONE WHO TRIES TO BE LIKE YOU DIES--THEY CAN'T MATCH YOU! THEY GET CYNICAL, OR THEY JUST GIVE UP!

THAT'S WHAT'S DESTROYING THIS COUNTRY TODAY! THAT'S WHY WE HAVE TO STOP YOU!

FORGET IT! THERE'S NO WAY YOU'LL GET PAST MY SHIELD!

I GOT 'IM! PLUG 'IM, NICK... FOR GABE!

YOU WOULD GUN ME DOWN IN COLD BLOOD?

THEN MY SUSPICIONS ARE CORRECT--YOU'RE NOT NICK FURY!

AIEEE!

DUM-DUM!

CRUNCH

YOU'RE A GOOD IMITATION, I'LL GIVE YOU THAT--

--BUT FURY WOULDN'T SPOUT THAT ABOUT-- AGGH! THAT LIGHT!

TIME FOR YOU TO LEARN HOW THINGS REALLY ARE, CAP!

BLAST! THAT BOGUS FURY IS GETTING AWAY! HOW COULD I FALL FOR --WHAT'S THAT NOISE?

HAIL...

EH, A STAGE?! HOW DID I GET HERE?? IRON MAN... THOR... THE VISION... WHAT THE DEVIL--?!

HAIL CAPTAIN AMERICA!

YOU WILL MAKE OUR COUNTRY STRONG AGAIN! OUR ENEMIES WILL FALL BEFORE YOUR MIGHT!

NO! THIS ORGANIZATION IS A MOCKERY OF EVERYTHING I FOUGHT FOR!

HOLD! WHO DOTH SPEAK THIS TREACHERY MOST VILE?

RIGHT HERE, THUNDER GOD! SOME OF US STILL SPEAK OUT AGAINST THE SOLDIERS OF FREEDOM! SOME SOLDIERS!!

YOU BEAT UP ANYONE WHO DISAGREES WITH YOU--THEN YOU HOLD UP YOUR LEADER AS A PARAGON OF FREEDOM!

I REMEMBER WHAT CAPTAIN AMERICA USED TO STAND FOR... AND TO SEE YOU BLOTTING YOUR MEMORY, LEADING THESE RABBLE-ROUSERS, MAKES ME SICK!

SHUT UP! TRAITOR!

IRON MAN! NO!

CLANG!

STOP! I WON'T HAVE ANYONE HURT IN MY NAME!

I'VE SEEN TOO MUCH SLAUGHTER, TOO MUCH WASTING OF LIFE! IT'S SICK AND USELESS-- AND I WON'T BE AN EXCUSE FOR IT!

RUN! THE LEADER'S GONE MAD!

TO THE STREETS! WE'LL REGROUP LATER--AND SOMEDAY WE'LL FREE THIS COUNTRY, WITH OR WITHOUT CAPTAIN AMERICA!

THIS CAN'T BE THE REAL IRON MAN! HE'S JUST... AN EMPTY SUIT OF ARMOR?

AND, IN THE MANIPULATOR'S LAIR...

NOW WHAT'S HE UP TO?

AT THIS MOMENT? HE'S FOLLOWING THE SOLDIERS INTO THE STREET.

THE STREET? WHAT IN BLAZES ARE YOU DOING? HE'LL GET AWAY!

WHAT LITTLE FAITH YOU HAVE, MR. MULDOON! YOU MUST STOP BELIEVING THAT EVERYONE THINKS LIKE YOU DO! LEARN TO ANTICIPATE WHAT YOUR OPPONENT WILL DO!

"--AND WAIT FOR HIM TO DO IT!"

NOT ONE OF THOSE "SOLDIERS" IN SIGHT! THEY WERE UNDOUBTEDLY JUST ACTORS! THIS WHOLE THING SMACKS OF A BAD JOKE!

SOMEONE WENT TO A LOT OF EXPENSE TO RIG THIS TRAP--AND THEY'RE PROBABLY STILL SOMEWHERE INSIDE.

SALE

BUT THINGS DON'T CONNECT! IF THIS HIDDEN MASTER-MIND IS GOOD ENOUGH TO PRO-DUCE ALMOST PERFECT RING-ERS FOR PEGGY AND NICK FURY, WHY ARE THE SITUATIONS SO OBVIOUSLY PHONEY?

THE TRAPS HAVEN'T EVEN TAKEN MUCH EFFORT TO BEAT SO FAR! WHAT DOES MY ENEMY REALLY WANT? WHAT?

WHAT'S THAT --SWINGING AHEAD OF ME?

MY GOD...IT'S THE BOGUS NICK FURY!

no one can live up!

AND THIS NOTE! I'D ALMOST SWEAR IT'S IN NICK'S HANDWRIT-ING!

no one can live up!

AM I SUPPOSED TO BELIEVE THIS IS THE REAL FURY?

MORE MADNESS--A TRAPDOOR!

AND THAT MUSIC! CHOPIN'S FUNERAL MARCH!

OF COURSE! ONLY ONE MAN IS TWISTED ENOUGH TO COME UP WITH A SCHEME LIKE THIS--

--THE RED SKULL!

JA, HERR KAPITAN! I HAVE TOYED WITH YOU AS THE CAT TOYS WITH THE MOUSE! THROUGH MY LABYRINTH YOU HAVE BEEN LED LIKE THE LOWLIEST RAT--

--BUT I HAVE HAD MY LITTLE SPORT! THERE ARE MORE IMPORTANT PLANS AFOOT!

SO YOU'RE GOING TO KILL ME?

KILL YOU? DON'T BE FOOLISH! WE ARE NATURAL ALLIES-- TWO SIDES OF THE SAME COIN, AS AMERICA AND NAZI GERMANY ARE TWO SIDES OF THE SAME COIN!

THEY'RE NOTHING LIKE EACH OTHER --AND I'M NOTHING LIKE YOU!

NO? YOUR COUNTRY DESTROYED MINE... AS MINE WOULD HAVE DESTROYED YOURS, WERE THE TABLES TURNED!

THE MOTIVES DIFFERED ...THE RESULTS WERE IDENTICAL!

YOUR ORDER WOULD HAVE CRUSHED INDIVIDUAL FREEDOM, SKULL! AMERICA PRESERVES IT!

INDIVIDUAL FREEDOM? BAH! THE ILLUSION OF FREEDOM--ONLY THAT IS PRESERVED!

AND HOW CAN YOU SPEAK OF INDIVIDUALITY, CAPTAIN--YOU WHO ARE NOT AN INDIVIDUAL, BUT A SYMBOL! YOU MERELY SERVE TO FOSTER AN ILLUSION!

YET YOU ARE A SYMBOL WHICH MAY BE USED--IF SHAPED IN THE PROPER WAY!

SMAK

WE SHALL BE A GREAT TEAM, KAPITAN! IN MY HANDS, YOU SHALL BECOME A SYMBOL OF THE FUTURE--AND OF THE NEW ORDER IN AMERICA!

BUT FIRST--YOUR RESISTANCE MUST BE BROKEN! AND BY WHAT BETTER MEANS--THAN THE DEATH, BEFORE YOUR EYES, OF ONE YOU THOUGHT YOU HAD FOREVER LOST!

KLIK

SHARON! ALIVE?!?

OF COURSE! SHARON CARTER LIVES--AS MY CONDEMNED PRISONER!

CAP? ALL THESE MONTHS...I'D GIVEN UP HOPE! HELP ME, CAP! HELP ME!

YES!

I WON'T WATCH YOU DIE, NOW THAT I'VE FOUND YOU AGAIN!

YOU OVERPLAYED YOUR HAND, SKULL! THERE'S NO ESCAPE FOR YOU NOW!

WHAT?! YOU'VE BROKEN FREE?

SKASH

WHAT?! UNDER HIS MASK--ME?!

YOU ARE STRONGER THAN I SUSPECTED, KAPITAN, AND...I AM BEATEN... BUT...DO NOT THINK...

...THAT YOU HAVE WONNNNN...

C-CAP?

IT'S ALL RIGHT NOW, SHARON! THE NIGHTMARE'S OVER!

NO! Y-YOU'RE CAPTAIN AMERICA... AND YOU BRING DEATH TO THOSE YOU LOVE!

SHARON! YOU'RE HYSTERICAL... YOU DON'T KNOW WHAT YOU'RE SAYING!

NO... NO, YOU LOVED ME...

...AND SO, I... AM... DOOMED!

ONCE BEFORE, CAP WITNESSED SHARON CARTER HIT THE HIDDEN STUD ON HER BELT, TRIGGERING AN INSTANT SELF-IMMOLATION!

THIS TIME THE BURNING, MERE INCHES AWAY, IS HORRIFYINGLY REAL!

SH-SHARON?

BUT THAT TIME, HE WAS WATCHING AN IMAGE, CAPTURED ON VIDEOTAPE.

WITNESSING THE SECOND DEATH OF SHARON CARTER SEEMS TO BE TOO MUCH EVEN FOR CAPTAIN AMERICA! LIKE MANY OF US IN SUCH A SITUATION, HE BREAKS DOWN. EXCELLENT! ALL GOES AS I PREDICTED!

PHASE ONE IS SUCCESSFUL! THE BOMBARDMENT OF TRUE-FALSE STIMULI APPEARS TO HAVE FORCED THE CAPTAIN'S MIND TO SHUT DOWN IN SELF-DEFENSE. WE MAY PROCEED WITH THE CONDITIONING, MR. MULDOON.

MR. MULDOON?

GONE! TO DO AWAY WITH THE CAPTAIN, NO DOUBT! MY METHODS ARE FAR TOO SUBTLE FOR MULDOON'S NEOLITHIC MIND!

ACTUALLY, MR. MULDOON, YOU LASTED 3 MINUTES LONGER THAN I EXPECTED! HURRY, MR. MULDOON--

IT'S TIME FOR YOU TO LEARN WHAT IS REAL--AND WHAT IS NOT!

MEANWHILE, IN AN OUTER CORRIDOR...

WHAT A JERK!

ALL THAT PSYCHOLOGY MUMBO-JUMBO! DOES HE THINK THAT'S GOING TO STOP CAPTAIN AMERICA? IT'S GOT TO BE DONE SO IT'S PERMANENT!

THERE HE IS--STILL WHIMPERING OVER THE DAME! A SITTING DUCK!

SO LONG, CAP!

THOK

BLAM

EH? MULDOON?!

I THOUGHT IF I PRETENDED TO BREAK DOWN, THE REAL POWER BEHIND THIS WOULD SHOW UP...BUT *YOU,* MULDOON?! YOU DON'T HAVE THE KNOW-HOW FOR THIS!

EXCELLENT DEDUCTIVE THINKING, CAPTAIN!

WHO THE DEVIL ARE YOU?

I AM CALLED THE MANIPULATOR! I SET UP THIS EXPERIMENT--AT MR. MULDOON'S BEHEST--AND LET ME SAY YOU CAME THROUGH WITH FLYING COLORS!

THEN THAT MAKES YOU AN ACCOMPLICE TO ATTEMPTED MURDER!

DON'T BE ABSURD! I MADE NO ATTEMPT ON YOUR LIFE ...AND NO LIFE WAS TAKEN--ONLY MY ANDROIDS WERE WRECKED!

YOU WERE ONLY SUPPOSED TO *THINK* YOUR FRIENDS WERE REAL...FOR BRAINWASHING PURPOSES.

BRAINWASHING? IT TAKES MORE THAN ANDROID DOUBLES AND FAST TALKING TO DO THAT! THE RED SKULL TRIED TO BREAK ME THIS WAY*--AND FAILED MISERABLY!

THAT'S ONE REASON WHY I USED THESE TACTICS! I NEVER INTENDED TO SUCCEED, CAPTAIN!

IN ALL HONESTY, YOU HELD LITTLE INTEREST FOR ME--

--I WISHED TO STUDY *HIM!*

MULDOON?

CAP #226-227--ROGER.

SO WHY INVOLVE ME?

YOU MUST UNDERSTAND THAT THIS WAS A RARE OPPORTUNITY TO STUDY A VENGEANCE-OBSESSED MIND UP CLOSE...

...AND TO MULDOON'S GUILT-RIDDEN PSYCHE, YOU WERE THE MAIN BOGEYMAN!

AND YET, MULDOON'S FEAR OF YOU IS GREATER THAN HIS HATRED. I NEEDED TO KNOW HOW HELPLESS YOU HAD TO APPEAR BEFORE HE OVERCAME HIS FEAR ENOUGH TO PERSONALLY ATTACK YOU!

I MUST SAY, YOU HELPED OUT ADMIRABLY. NOW, IF YOU'D BE SO KIND AS TO PICK UP MR. MULDOON, AND LEAVE ME TO MY STUDIES--!

YOU EXPECT ME TO JUST LET YOU GET AWAY WITH THIS...MADNESS?

CAPTAIN, I HAVE COMMITTED NO CRIME HERE.

IN FACT, I HAVE SAVED YOUR LIFE. BY SEEMINGLY HELPING MULDOON, I FLUSHED HIM OUT INTO THE OPEN--AND HAVE THUS PREVENTED FURTHER ATTACKS ON YOUR PERSON!

SO...THEY THINK I'M YELLOW, DO THEY?

WELL, THEY'RE WRONG...REAL WRONG!

LOOK OUT! MULDOON'S UP, AND HE'S GOT HIS GUN!

STANG!

I SHOULD HAVE HIT YOU HARDER BEFORE, MULDOON... DON'T KNOW WHY I DIDN'T. MAYBE I WAS REMEMBERING THAT YOU USED TO BE A GOOD COP...BEFORE YOU WENT BAD!

ARE YOU ALL RIGHT, MANIP--? GOOD LORD! YOUR FACE...THE BULLET MUST HAVE HIT YOU! BUT...

IS SOMETHING WRONG?

YOU'RE A ROBOT!

A ROBOT? VERY DROLL, CAPTAIN-- BUT I ASSURE YOU I'M AS HUMAN AS YOU ARE!

THE BULLET BARELY GRAZED--!

WHAT?! WIRES! BUT...THAT'S IMPOSSIBLE!

I'M HUMAN! I REMEMBER MY CHILDHOOD...MY FAMILY...MY STUDIES...I CAN'T BE A MACHINE!

UNLESS... MY MEMORIES WERE PROGRAMMED IN--BUT NO!

THIS IS A TRICK! I MUST BE HUMAN! *HUMAN!* ***HUUMMMANNN...***

BURNED OUT! THE BROKEN WIRE MUST HAVE SHORT-CIRCUIT-ED HIM!

OR MAYBE IT WAS THE KNOWLEDGE... THAT HE WAS THE VICTIM OF THE ULTIMATE MANIP-ULATION--THAT HE COULDN'T ACCEPT-- AND HE JUST SHUT DOWN!

THOUGHTS WEIGH HEAVY ON THE MIND OF CAPTAIN AMERICA AS HE HEFTS MULDOON'S UNCONSCIOUS FORM AND STRIDES FROM THE CHAMBER.

HE PONDERS THE LIFELESS HUSK ON THE FLOOR BEHIND HIM...IT, AND ITS UNKNOWN CREATOR. AND THEN HE THINKS ABOUT THE MANIPULATOR'S DENIALS OF THE TRUTH--EVEN TO THE END--AND HE WONDERS...

...HOW MANY OF OUR FACES ARE MERELY FACADES...MASKS TO HIDE THE TRUTH!

NEXT

AT LAST... ADONIS!

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CAPTAIN AMERICA®

WHEN CAPTAIN AMERICA DIES--

--I WILL GAIN *LIFE ETERNAL!*

AND NOW: ADONIS!

PEREZ · SINNOTT

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

ROGER McKENZIE SCRIPT / RICH BUCKLER & DON PERLIN ART / CLEM ROBINS & DIANA ALBERS LETTERS / ROGER SLIFER COLORS / ROGER STERN EDITOR / JIM SHOOTER ED-IN-CHIEF

NORMALLY, THE FEDERAL COURTHOUSE IN LOWER MANHATTAN IS A QUIET, SOMBER PLACE. TODAY, HOWEVER, ITS SEDATE HALLS SUDDENLY RING WITH THE SOUNDS OF BATTLE...

LOOK OUT! IT'S CAPTAIN AMERICA!

I DON'T KNOW WHO THESE MEN ARE, BUT THEY'RE TRYING TO STEAL A SHIELD MASTER MATRIX!

IF THE MAN ON THE STREET KNOWS LITTLE ABOUT **SHIELD**, THE FREE WORLD'S MOST SOPHISTICATED ESPIONAGE AGENCY--

--HE KNOWS LESS LESS ABOUT THE **MASTER MATRIX**, AN ELABORATE ELECTRONIC CRADLE DESIGNED BY SHIELD TECHNOLOGY FOR THE CREATION OF ROBOTIC HUMAN FACSIMILES CALLED LIFE MODEL DECOYS...

...BECAUSE THE MATRIX IS CLASSIFIED TOP-SECRET! AND IN THE WRONG HANDS, IT COULD BE THE GREATEST THREAT TO FREEDOM THE WORLD HAS EVER KNOWN!

the LAZARUS CONSPIRACY!

LF658

A GRAND JURY WAS SLATED TO PROBE ALLEGED MISAPPROPRIATIONS OF SHIELD FUNDING TODAY--

--SPECIFICALLY RELATING TO TO COVERT OPERATIONS USING *LMD'S!*

--BUT IT'S BEGINNING TO LOOK LIKE THE HEARING WAS JUST A SMOKE-SCREEN--

--FOR THE THEFT OF EXHIBIT *A*, THE MASTER MATRIX, ITSELF!

IT'S A GOOD THING I WAS HERE ON A FREELANCE ART ASSIGNMENT AS STEVE ROGERS--

--BECAUSE, ONCE AGAIN, CAPTAIN AMERICA IS NEEDED! I'LL *NEVER* SHIRK THAT RESPONSIBILITY!

STOP HIIIM-- *UGH!*

THERE'S NOT MUCH CHANCE OF THAT, MISTER. IN FACT, THERE'S NO CHANCE AT ALL!

NOW, PUT DOWN YOUR WEAPONS BEFORE SOMEONE GETS HURT!

NO WAY, MAN! WE OUT-NUMBER YOU BY BETTER THAN 15-TO-ONE!

HURRY UP AN' GET THAT THING OUTTA HERE--

--WE'LL HANDLE CAPTAIN AMERICA!

WE GOT 'IM NOW, HARRY--THE ODDS ARE ON OUR SIDE!

THE ODDS DON'T BOTHER ME AS MUCH AS THE NUMBER OF INNOCENT BYSTANDERS DOES!

BLAAM

VLING

A STRAY SHOT COULD-- OH, NO!

SPLAANG

UNNOTICED IN THE CONFUSION, BY ALL SAVE THE RED-WHITE-AND-BLUE AVENGER--

KA THAKK

--A BULLET DEFLECTED BY CAP'S IMPENETRABLE SHIELD CAREENS ACROSS THE COURTHOUSE LOBBY, RIPPING DEEP INTO THE CYBERNETIC HEART OF THE MATRIX!

THAT'S IT! JUMP 'IM --HOLD 'IM DOWN!

CAN'T RISK ANOTHER RICOCHET POSSIBLY INJURING SOMEONE! BEST TO LET THEM BELIEVE THEY'VE BEATEN ME!

HE AIN'T SO TOUGH!

THEY NEVER ARE!

LMD M

JUST A FEW MORE SECONDS ...AND THE COURT-HOUSE SHOULD BE CLEARED RIGHT ABOUT--

--NOW!

CAPTAIN AMERICA'S STRENGTH WAS FORGED DECADES AGO BY THE UNIQUE SUPER-SOLDIER FORMULA. HIS FIERCE DETERMINATION IS FUELED BY THE FIGHTING SPIRIT OF THE NATION FOR WHICH HE WAS NAMED. NEITHER HAVE EVER FAILED HIM...

WHOEVER THESE MEN ARE, THEY'RE WELL TRAINED.

HE FORGOT ABOUT ME! HE THINKS I'M DOWN!

THAT MISTAKE'LL COST HIM... DEARLY!

CLICK!

BUT EVEN AS CAP STANDS SECONDS AWAY FROM DEATH...

...OTHERS RUSH TOWARD A STRANGE RENDEZVOUS.

HURRY! HERE COMES THE CHOPPER!

RIGHT ON SCHEDULE-- JUST LIKE MR. CAMERON PROMISED!

NO TALKING IN THE RANKS! MOVE IT!

AND, IN SECONDS...

OKAY, THAT'S IT! REEL IT ABOARD AND LET'S GO!

HEY! WHAT'S GOIN' ON HERE?

BUT BEFORE THE STARTLED PASSERBY CAN FULLY REACT TO THE SUDDEN ARRIVAL OF THE BIG 'COPTER, THE COURTHOUSE WINDOW ERUPTS WITH A SHATTERING --

CRASH!

LET THAT BE A LESSON TO ALL OF YOU, CAPTAIN AMERICA IS NEVER HELPLESS!

I SAW HIS REFLECTION IN THE WINDOW! HE NEVER HAD A CHANCE!

THAT'S FAR ENOUGH, HERO! WE'VE GOT A HOSTAGE!

O-OH--!

EITHER DROP THAT SHIELD, OR--!

I GET THE PICTURE! JUST DON'T HARM THE GIRL.

HE'S STALLING FOR TIME WHILE THE OTHERS ESCAPE WITH THE MATRIX! I'VE GOT TO DO SOMETHING!

BUT WHAT?

JUST STAY WHERE YOU ARE, MISTER, AND KEEP YOUR HANDS OFF THAT SHIELD!

THAT'S IT! I'LL HAVE TO DO THIS RIGHT THE FIRST TIME, I WON'T GET A SECOND CHANCE.

WHATEVER YOU SAY ...NO *HANDS!*

HEY! WHAT'S HE UP TO, KICKIN' HIS SHIELD?

KA-THANG!

SPLANNG!

LOOK OU-- *UNGHH!*

OF COURSE, I RARELY *NEED* A SECOND CHANCE!

SPAAK!

AND SO...

HE'S UNSTOPPABLE!

TH-THAT'S ENOUGH, MISTER! YOU WIN!

I AM... THANKS TO YOU...

GOOD! AT LEAST NOW YOU'RE TALKING SENSE! ARE YOU OKAY, MISS?

THEN, IN THE NEXT INSTANT...

IT'S CAPTAIN AMERICA!

HE LOOKS AS IF HE HASN'T AGED A DAY SINCE WORLD WAR TWO! I WONDER HOW HE DOES IT?

QUICK, TURN THOSE CAMERAS THIS WAY! THIS'LL BEAT THAT STORY ON THE S.E.C. HEARINGS ALL HOLLOW!

CAP! CAN WE GET AN INTERVIEW? WHO WERE THOSE MEN? WHAT WERE THEY AFTER?

I'LL LET YOU KNOW AS SOON AS I FIND OUT!

BUT--BUT, CAP--?!

WOW! LOOKIT 'IM GO!

HE'S FLAMIN' INCREDIBLE!

INCREDIBLE? PERHAPS...FOR CAPTAIN AMERICA IS A PATRIOT, ONE OF A DYING BREED IN THESE DAYS OF CYNICISM AND LACK OF CONFIDENCE,

TO HIM, THE PRINCIPLES AND IDEALS OF PERSONAL FREEDOM ON WHICH AMERICA WAS FOUNDED WILL **NEVER** BECOME OLD HAT OR OUT OF FASHION,

HE'S A MAN WHO'S SWORN TO SERVE WITH UNWAVERING LOYALTY...A HERO WHO HAS RISKED HIS LIFE MORE THAN ONCE TO DEFEND THE SHORES OF THIS NATION HE CALLS HOME.

PERHAPS THAT IS WHAT MAKES HIM SPECIAL. PERHAPS THAT IS WHAT MAKES HIM CAPTAIN AMERICA!

AND WHILE EVEN CAP CAN'T OUTRACE A SPEEDING HELICOPTER, HE **CAN** ANTICIPATE ITS FLIGHT PATTERN AND RACE LATERALLY ACROSS THE NEW YORK SKYLINE--

--TO CUT IT OFF!

WHAT THE--?! **LOOK!**

THERE THEY ARE.

I DON'T BELIEVE IT! NOT HIM! NOT AGAIN!

NOW, IF THEY'LL ONLY TAKE THE BAIT...

RAM 'IM! SMASH 'IM OFF THE ROOF! HE'S INTERFERED FOR THE LAST TIME!

OF COURSE, *I'M* THE BAIT!

J-JUST TAKE IT EASY, MAN! YOU'LL GET US ALL KILLED!

RELAX, I KNOW WHAT I'M DOIN'! LOOK, HE AIN'T EVEN TRYIN' TO DODGE! HE WASN'T EXPECTIN' THIS, HE'S FROZEN IN FEAR!

THEN, IN THE NEXT BONE-SHATTERING INSTANT...

KA-PA-

WE GOT 'IM! I'M SURE OF IT!

YOU'RE RIGHT! THERE'S NO SIGN OF 'IM!

CAPTAIN AMERICA WON'T BOTHER US AGAIN!

OH, NO?

THAT BACK-FLIP AGAINST THE CHOPPER'S UNDER-SIDE WORKED LIKE A CHARM!

THEY CAN'T SEE ME DOWN HERE! ALL I HAVE TO DO IS HOLD ON UNTIL WE REACH OUR DESTINATION!

LATER...

CAMERON ELECTRONICS, *EH?* NEVER HEARD OF THE PLACE,

BUT I'M GOING TO FIND OUT WHAT'S GOING ON HERE... AND ***WHY*** THEY WANT A MASTER MATRIX ENOUGH TO STEAL ONE!

AH, THEY'RE FINALLY LANDING! THAT'S MY CUE--

--TO GET OUT OF SIGHT AND WATCH... AND WAIT FOR MY CHANCE TO ACT!

THEY'RE CARRYING THE MATRIX INSIDE. I'D BETTER FOLLOW THEM.

HURRY, MR. CAMERON'S WAITING--AND HE DOESN'T LIKE TO WAIT!

WELL, HE WON'T HAVE TO MUCH LONGER!

THE RAIDING PARTY PROCEEDS INTO A NEARBY ELEVATOR, AND THEN...

BRADY, IT'S ON ITS WAY DOWN--

--TELL CAMERON THAT WE'RE READY TO PROCEED AS PLANNED.

GOOD.

EVERYTHING'S GOING ACCORDING TO SCHEDULE... *MY* SCHEDULE!

--AND FATHER DOESN'T SUSPECT A THING, BUT THEN, HOW COULD HE? HE THINKS I HAVE NO BACKBONE... THAT I CAN'T STAND ON MY OWN.

BUT HE NEVER GAVE ME A CHANCE...HE ALWAYS HELD ME DOWN!

BUT NEVER AGAIN! MY FATHER IS A FOOL... A DODDERING OLD FOOL. I HATE HIM...

...ALMOST AS MUCH AS I FEAR HIM!

FATHER, THE MEN HAVE RETURNED WITH--!

YES, YES! I KNOW THAT, YOU IDIOT! I KNOW EVERYTHING THAT HAPPENS HERE.

...JUST AS I KNOW HOW YOU FEEL ABOUT ME. I FRIGHTEN YOU--DON'T I, BRADY? YOU THINK I'M A MONSTER.

DON'T TRY TURNING AWAY...LOOK AT ME! IRONIC ISN'T IT? I POURED YEARS OF SWEAT AND TOIL INTO THIS FACTORY --AND NOW IT IS QUITE LITERALLY MY LIFE!

LITTLE BY LITTLE, PIECE BY PIECE, I HAVE HAD TO DIVERT THE DEVICES OF THIS PLANT TO KEEPING ME ALIVE!

BUT NOW THAT I HAVE SHIELD'S MASTER MATRIX, I SHALL NO LONGER BE FETTERED TO THIS LIFE SUPPORT SYSTEM!

YOUTH AND POWER SHALL BE MINE ONCE AGAIN! THE MATRIX WILL MAKE ME IMMORTAL! ERIC CAMERON WILL LIVE FOREVER, YOU HEAR?

FOREVER!

NO, FATHER! THE MATRIX WILL BE THE DEATH OF YOU...

CAMERON ELECTRONICS

...I'VE SEEN TO THAT!

SUDDENLY...

BREEE

E

THE INTRUDER ALERT! UN-AUTHORIZED PERSONNEL IN SECTOR FOUR! ACTIVATE THE MONITOR SCREEN!

I-IT'S CAPTAIN AMERICA! BUT WHAT'S *HE* DOING HERE?!

THAT DOESN'T MATTER NOW, FOOL! I WILL TAKE CARE OF HIM--YOU READY THE MASTER MATRIX!

N-NOW? BUT--!

DON'T QUESTION ME... *MOVE!* I AM RUNNING OUT OF TIME!

Y-YES, FATHER WHATEVER YOU WISH.

JUST QUIT SCREAMING AT ME! YOU ALWAYS SCREAM AND SCREAM UNTIL I THINK I'M GOING CRAZY!

MEANWHILE, ACROSS THE SEEMINGLY DE-SERTED PLANT...

THEY TOOK THE MATRIX THIS WAY. BUT IT'S SO QUIET...

...TOO QUIET. I--EH? FLYING LEAD PIPES?

WELL, THAT CINCHES IT--THEY KNOW I'M HERE. THEY'RE PROBABLY TRACKING ME ON CLOSED CIRCUIT MONITORS.

BUT TRACKING ME IS ONE THING...

...CATCHING ME WILL BE ANOTHER THING ENTIRELY!

EVEN SO, ALL MANNER OF MACHINERY BEGINS TO STALK CAPTAIN AMERICA, SEEMING TO MOVE WITH A WILL...AND A LIFE...OF ITS OWN!

THESE ARE DEADLY EFFICIENT, AUTOMATED DEFENSES-- PROGRAMMED TO STOP ANYTHING THAT LIVES!

BUT HOW DO YOU STOP A LIVING LEGEND?

HOW DO YOU STOP A HUMAN FIGHTING MACHINE...

...THAT REFUSES TO BE BEATEN?

MEANWHILE, ACROSS THE SPRAWLING ELECTRONICS PLANT IN A BIZARRE, SELF-CONTAINED OPERATING ROOM...

YOU WANT TO LIVE FOREVER, OLD MAN...

...BUT MY WANTS ARE MUCH SIMPLER. I WANT THIS PLANT AND THE POWER AND PRESTIGE THAT COMES WITH OWNING IT.

I WANT TO BE MY OWN MAN!

WITH A SWIFTNESS THAT DEFIES BELIEF, SPECIAL MICRO-CIRCUITED SCALPELS REMOVE THE BRAIN FROM THE OLD MAN'S BODY! AND THEN...

THAT'S IT, STEADY NOW. DON'T JAR THE BRAIN. ONCE IT'S IN PLACE WE CAN BEGIN NEURAL HOOK-UP WITH THE LMD'S NERVOUS SYSTEM.

CAN'T YOU MEN HURRY?

NO, WE CAN'T. THIS IS A VERY DELICATE PRO-CEEDURE--THERE'S ABSOLUTELY NO ROOM FOR ERROR!

BUT, LESS THAN TWENTY MINUTES LATER...

HOOK-UP'S COMPLETE. WE'VE ACTUALLY TRANSPLANTED A LIVING HUMAN BRAIN INTO AN ARTIFICIAL BODY! A DAY AGO... AN HOUR AGO I WOULD HAVE SWORN THIS WAS IMPOSSIBLE!

IT WOULD HAVE BEEN WITHOUT THESE MACHINES CAMERON DESIGNED! THEY'RE INCREDIBLE! THE ONLY THING LEFT TO DO NOW IS--!

IS FOR YOU TO LEAVE! ALL OF YOU! I'LL HANDLE THINGS FROM HERE ON!

BUT, BRADY, IF SOMETHING... ANY-THING SHOULD GO WRONG...

I'LL TAKE THAT RE-SPONSIBILITY, GENTLEMEN!

THE MATRIX IS IN PLACE, THE NEW BODY READY. ALL IT NEEDS NOW IS ELECTRICITY TO GIVE IT THE SPARK OF LIFE...

...OR TO DESTROY IT FOREVER!

A SIMPLE ADJUSTMENT THAT WILL CAUSE A CRITICAL OVER-LOAD...

...AND MY FATHER'S PERFECT BODY... HIS *ADONIS*... WILL GO UP IN SO MUCH SMOKE!

FROM THE BOWELS OF THE PLANT, GENERATORS WHINE AND GROAN, AS THEY'RE PUSHED TO THE MAXIMUM OUTPUT-- SENDING TENS OF THOUSANDS OF VOLTS OF ELECTRICITY DEEP INTO THE CORE OF THE STOLEN MATRIX... MUCH, MUCH MORE THAN IT WAS EVER DESIGNED TO WITHSTAND!

JUST A FEW SECONDS MORE AND--

--NO! C-CAPTAIN AMERICA!

KRESH

HANDS OFF THOSE CONTROLS, MISTER!

I FEEL LIKE I'VE FOUGHT EVERY GEAR AND CABLE IN THIS FACTORY--

--SO YOU'RE NOT TOUCHING ANOTHER KNOB OR BUTTON UNTIL I GET SOME ANSWERS! NOW, WHAT HAVE YOU DONE WITH--

--THE MATRIX! I DON'T KNOW WHAT YOU'RE UP TO WITH THIS--

--BUT I'M PUTTING A STOP TO IT, HERE AND NOW!

NO!

NOT NOW! NOT WHEN I'M SO CLOSE TO EVERYTHING I EVER WANTED!

EH?

AS BRADY ATTACKS, IN THE MATRIX, SOMETHING WRITHES AND TWISTS... AND BURNS!

MISTER, YOU'VE GOT SOME EXPLAINING TO DO... AFTER I SHUT DOWN THE MATRIX! YOU MAY NOT REALIZE IT, BUT THIS DEVICE HAS BEEN DAMAGED!

BUT EVEN AS CAP TURNS BACK TO THE MASTER MATRIX IT BEGINS TO GLOW WHITE HOT...

...AND TO OVERLOAD!

I'M TOO LATE! IT'S GOING TO--!

BAWHOOOM

DOWN, MAN, BEHIND MY SHIELD!

NOOOO!

OH, MY GOD! THAT VOICE...SOMETHING'S ALIVE IN THERE!

WHAT HAS...HAPPENED TO ME?! WHY IS THERE SO MUCH FIRE? SO MUCH PAIN?

KLAANG

WHO...WHAT COULD HAVE POSSIBLY LIVED THROUGH THAT EXPLOSION?

AND THEN, SOMETHING STAGGERS FROM THE TWISTED, SMOULDERING RUBBLE OF THE MASTER MATRIX. SOMETHING ALIVE...BUT NOT HUMAN!

GOOD LORD!

N-NO! HE'S SUPPOSED TO BE DEAD! DEAD!

IT WAS SUPPOSED TO HAVE BEEN THE PERFECT BEING... STRONG OF LIMB AND HANDSOME OF FACE... A VIRILE, VITAL **ADONIS** THAT WOULD ENDURE FOREVER!

BUT NOW, IT IS A GROTESQUE PARODY OF LIFE... A SYNTHETIC MONSTROSITY, WARPED AND TWISTED AND SCARRED BEYOND ALL SEMBLANCE OF HUMANITY!

BRADY! YOU DID THIS TO ME! I'LL ...KILL...YOU!!

F-FATHER?

NEXT THE WAY OF ALL FLESH!

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CAPTAIN AMERICA®

A MONSTER BERSERK!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

MORE MACHINE THAN MAN, IT SHAMBLES FORWARD SLOWLY, HESITANTLY, AS IF UNWILLING TO STEP FROM THE DARK SHADOWS OF THE LAB THAT GAVE IT LIFE!

WHAT HAVE YOU DONE TO ME? WHAT HAVE YOU *ALL* DONE TO ME?!

EXPERIENCE THE THOUGHTS OF A MAN GONE MAD:

"LIFE? NO, THIS IS NOT LIFE! NOT THIS! NEVER THIS! THIS IS PAIN! THIS IS TORMENT! THIS IS A LIVING NIGHTMARE!

N-NO STAY BACK! IT WAS AN... AN ACCIDENT! PLEASE, YOU HAVE TO BELIVE THAT...

...FATHER...

IT IS CALLED **ADONIS**, BUT THAT NAME IS A JOKE NOW. A CRUEL AND UGLY JOKE AS TWISTED AS THE THING THAT HAD BEEN ERIC CAMERON...

THE WAY OF ALL FLESH!

PROUDLY PRODUCED BY:

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TOM SUTTON — INKER
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JIM SHOOTER — EDITOR-IN-CHIEF

LF28

YOU'RE LYING! YOU *TAMPERED* WITH THE MASTER MATRIX!* YOU TRIED TO KILL ME!

BUT LOOK! LOOK AT ME! LOOK AT YOUR HANDIWORK! LOOK AT WHAT I HAVE BECOME!

I'VE SEEN AND HEARD ENOUGH! WHOEVER...*WHAT-*EVER...THAT THING IS, IT'S UNDE-NIABLY STRONG--AND MURDER-OUSLY INSANE!

** AN ELECTRONIC MOLD DEVELOPED BY SHIELD, A SUPER-SOPHISTICATED SPY ORGANIZATION. THE MATRIX IS USED TO CREATE ANDROID HUMAN FACSIMILIES KNOWN AS LIFE MODEL DECOYS. IT WAS **STOLEN** LAST ISSUE AND CAP TRACKED IT HERE, TO CAMERON ELECTRONICS, IN UPSTATE NEW YORK--JIM.*

I'VE GOT TO STOP IT, HERE AND NOW, BEFORE SOMEONE GETS HURT! I'LL SORT THINGS OUT, LATER!

*CAP'S ARM IS A BLUR OF MOTION AS HE HURLS HIS INVINCIBLE SHIELD THE LENGTH OF THE ROOM BOUNCING IT OFF A WALL **BEHIND** ADONIS.*

KRAKK

*IT HITS HIM HARD AND UNEXPECTEDLY, KNOCK-ING HIM OFF-BALANCE. BUT IT **DOESN'T** HURT HIM.*

*THEN, COMPLETING IT'S ARC, CAP'S GLEAMING SHIELD **RETURNS** TO HIM WITH UNERRING ACCURACY.*

BUT THAT... THAT CREATURE ALMOST KILLED ME, I--

HOLD IT MISTER, YOU'RE NOT GOING ANYWHERE. YOU'VE GOT SOME EX-PLAINING TO DO...TO THE AUTHORITIES!

YES I *WILL* KILL YOU! I WILL KILL YOU ALL FOR WHAT YOU'VE DONE TO ME!

SNARLING IN INHUMAN RAGE, ADONIS LUMBERS FORWARD, BRUSHING HEAVY SHARDS OF THE NOW-RUINED MATRIX FROM HIS PATH AS IF THEY WERE WEIGHTLESS. THEY STRIKE A BANK OF MACHINERY AND THERE IS A SUDDEN, DEAFEN-ING EXPLOSION...

"FIRE! HEAT! NO, I REMEMBER BURNING, TRAPPED IN A SMALL, DARK PLACE, MY FLESH MELTING..."

NO!

"ANYTHING IS BETTER THAN THE FIRE... THE BURNING... AND THE PAIN!"

KRASH

"YES, I REMEMBER THAT! I WILL NEVER FORGET THAT! THEY TOOK ME AND PUT ME IN THAT SMALL, DARK PLACE WHERE EVERYTHING BURNED AND I SCREAMED AND--"

NEVER AGAIN! I WILL NOT *EVER* LET THEM DO THAT AGAIN!

C'MON, MISTER, FIRE'S OUT OF CONTROL. WE'VE GOT TO GET OUT OF HERE BEFORE THIS WHOLE PLACE COMES DOWN AROUND OUR EARS.

NO! LET ME GO! CAMERON ELECTRICS IS MINE, NOW! MINE! I *DESERVE* IT, CAN'T YOU SEE THAT?

MY FATHER WAS A MONSTER EVEN BEFORE--BEFORE THE OPERATION! HE NEVER GAVE ME A CHANCE TO PROVE MYSELF, TO BE A MAN! IT CAN'T END LIKE THIS! NOT LIKE THIS!

I FOUGHT HARD TO GET WHERE I AM, I--OH MY--!

I DON'T BELIEVE IT!

ADONIS IS GONE, LEAVING THE DARK PLACE, FAR, FAR BEHIND...

M-MY FATHER... DID THIS...?

...BUT NOT THE PAIN. THAT WILL BE WITH HIM FOREVER. THE PAIN. AND THE MADNESS.

"I WAS OLD AND I WAS DYING! BUT I DID NOT WANT TO DIE! NO MAN WANTS TO DIE!

"SO I HAD A PERFECT ANDROID BODY CONSTRUCTED, AN... ADONIS...THAT WOULD ENDURE A HUNDRED... A THOUSAND... LIFETIMES!

"THEN A TEAM OF SURGEONS IMPLANTED MY LIVING, HUMAN BRAIN IN THAT PERFECT MACHINE!

KA-THOK

"THE MATRIX WAS NECESSARY TO GIVE IT... TO GIVE ME... EVERLASTING LIFE, BUT MY SON BETRAYED ME! THEY ALL BETRAYED ME!

SKRASSHH

"THEY DID SOMETHING TO THE MATRIX! IT... BURNED ME... AND IT CHANGED ME... AND IMPRISONED ME IN THIS INHUMAN, UNFEELING MONSTROSITY FOR ALL TIME!

"YES, YES! I SEE THE TRUTH NOW! THIS... SHELL... IS NOT LIFE! IT IS NOT BEAUTY! THEY TOOK THAT FROM ME!

SNAPP

"THEY TOOK THE BEAUTY...

"...BUT LEFT THE BEAST...

"... AND THEY WILL ANSWER FOR THAT!"

THAT'S RIGHT, RUN! GET AWAY FROM ME! JUST LEAVE ME--

--ALONE?

NO.

NO!

NO!

TIME AND TIME AGAIN ADONIS SMASHES AT THE REFLECTION, MIRRORED THERE ON THE CLEAR BLUE SURFACE OF THE LAKE.

AND TIME AND TIME AGAIN THE IMAGE RETURNS TO MOCK HIM.

HE DOESN'T FEEL THE COOL WATER CHURNING AROUND HIM, DOESN'T FEEL THE CLINGING MUD OF THE LAKE FLOOR BELOW HIM REACH UP TO GRAB HIS HEAVY, MISSHAPENED BODY, AND DRAG IT DOWN.

ALL HE FEELS IS **HATE** AND IT TWISTS HIM AND SCARS HIM FAR MORE DEEPLY THAN THE ELECTRICAL FIRE THAT HAD COURSED THROUGH THE METAL BOWELS OF THE MASTER MATRIX, CHANGING HIM FOREVER.

THEY TOOK THE BEAUTY, BUT THEY COULDN'T TAKE THE HATE...

AND AN HOUR LATER...

SEE ANYTHING, CAP?

NO, I-- WAIT!

HIS TRAIL LEADS TO THAT LAKE SERGEANT, THEN STOPS. HE MUST HAVE DROWNED.

POLICE

WELL, THAT'S THE END OF IT THEN. I'LL RADIO HEADQUARTERS, THEY'LL WANT TO DRAG THE LAKE FOR THE BODY, I SUPPOSE.

BUT, AS THE POLICE CHOPPER CIRCLES SOUTH AND SPEEDS BACK TOWARD NEW YORK CITY...

...SOMETHING RISES SLOWLY TO THE SURFACE OF THE LAKE.

SOMETHING THAT DOES NOT NEED TO BREATHE.

SOMETHING ALIVE, BUT NO LONGER HUMAN.

NOT ANYMORE...

THE NEXT MORNING...

NOTHING LIKE A GOOD WORKOUT TO KEEP IN TIPTOP SHAPE. I'VE BEEN AT IT FOR A COUPLE OF HOURS NOW, GUESS THAT'S ENOUGH FOR ONE DAY.

N-NOTHING LIKE... A GOOD WORKOUT... TO KEEP IN TIPTOP SHAPE. I'VE BEEN AT IT... FOR TWENTY MINUTES NOW... GUESS THAT'S ENOUGH FOR ONE--HEY!

HEY! HEY, CAP! ANYTHING WRONG? YOU ON SOME LIFE AND DEATH MISSION FOR THE AVENGERS?

NO, I'M JUST GETTING A GOOD WORK-OUT.

AND, MINUTES LATER, AS CAP DASHES ACROSS THE ROOFTOPS TOWARD HIS STUDIO APARTMENT IN BROOKLYN HEIGHTS...

I DON'T THINK I'D TRADE BEING CAPTAIN AMERICA FOR ANYTHING. IT GIVES ME A SPECIAL THRILL KNOWING I'M THE VERY BEST AT WHAT I DO.

AND I LIKE TO THINK I'VE MADE A REAL CONTRIBUTION TO MY COUNTRY'S WELFARE OVER THE YEARS. AFTER ALL, I'VE BEEN AROUND A LONG, LONG TIME.

OF COURSE I DID LOSE A FEW DECADES OF MY LIFE IN SUSPENDED ANIMATION. I USED TO RESENT THAT A LOT. AMERICA HAD CHANGED AND I JUST DIDN'T SEEM TO FIT IN ANYMORE.

I GUESS I WASN'T READY TO UNDERSTAND THINGS LIKE THE VIETNAM WAR AND WATERGATE AND ALL THE REST. BUT I'VE GROWN UP THESE PAST FEW YEARS.

AND I'VE LEARNED THAT STEVE ROGERS CAN TAKE THE MASK OFF WHEN HE WANTS TO. SOMEDAY, THE GOOD LORD WILLING, I'LL BE ABLE TO TAKE THE MASK OFF FOREVER AND SETTLE DOWN TO A NORMAL LIFE--

--BUT ONLY IF I START PLANNING FOR MY FUTURE NOW.

I'VE GOT A JOB INTERVIEW IN A COUPLE OF HOURS.

PLENTY OF TIME TO TO SHOWER, SHAVE, AND RUSTLE UP A QUICK--

--BREAKFAST.

OH *NO!* NOT A CLEAN DISH IN THE PLACE! I'D RATHER TACKLE THE RED SKULL THAN FACE THIS MESS.

THINK I'LL JUST HEAD DOWN THE HALLWAY AND SEE IF JOSH IS UP YET. HE OWES ME A FEW MEALS...

4A

OOMMMM

WHAT IN THE WORLD IS THAT?

JOSH, IT'S STEVE! YOU O.K, BUDDY? CAN I COME IN?

MMMHUMMM

AND AS STEVE ENTERS HIS FRIEND'S APARTMENT...

WHAT THE--? MR. COOPER YOU'VE OUTDONE YOURSELF THIS TIME!

NOW DON'T TELL ME, LET ME GUESS. SELF-ENLIGHTENMENT. INNER TRANQUILITY THROUGH MEDITATION. HARMONY WITH THE COSMIC REALITY WITH YOGA, RIGHT?

HUMMMUMMM...

...BAD BACK.

OH. WELL, THE REASON I STOPPED BY--I WAS WONDERING IF YOU'D HAD BREAKFAST YET.

HUMMMUMMM.

THEN WHAT SAY WE BECOME ONE WITH OUR STOMACHS? YOU WANT TO SCROUNGE A MEAL UP HERE OR--

--WANT TO EAT OUT?

NOW *THAT* WAS A SILLY QUESTION...

AND A FEW MINUTES LATER...

WHAT'LL IT BE, JOSH? McDONALDS AGAIN?

OH, MAN, WE DESERVE A BREAK TODAY!

WELL, WELL YOU BOYS ARE UP BRIGHT AND EARLY THIS MORNING.

MORNING, ANNA. YEAH, I GUESS WE ARE. PLACES TO GO AND PEOPLE TO SEE. YOU KNOW HOW IT IS.

WELL IF I KNOW YOU TWO, YOU PROBABLY HAVEN'T HAD A HOMECOOKED MEAL IN DAYS. HOW DOES BACON, EGGS, TOAST AND COFFEE SOUND?

MMMMUMMM!

MRS. KAPPELBAUM, YOU'RE A LIFESAVER!

LATER, AT THE PLUMBER AD AGENCY IN DOWNTOWN MANHATTAN...

PLUMBER PUBLISHING

MR. PLUMBER WILL SEE YOU NOW, MR. ROGERS.

GOOD LUCK.

THANKS!

YOU'RE GOING TO *NEED* IT...

I'M GOING TO *NEED* IT...

WRONG, WRONG, WRONG! THIS IS ALL WRONG, UH, REYNOLDS.

ROGERS. STEVE ROGERS.

REYNOLDS. ROGERS. WHATEVER. YOUR SENSE OF COMPOSITION IS WEAK AND YOUR FIGURES ARE TOO STIFF. I ONLY HIRE THE BEST,

YOU ARE NOT THE BEST.

WHAT A GROUCH! MY WORK'S NOT THAT BAD. LOOKS LIKE I'M STUCK WITH CYNTHIA KRAMER*--

--DOING SPOT ILLOS FOR 'TOUGH', THE MAGAZINE FOR MACHO MEN! WHAT A PAIN IN THE--

* THE TEMPESTUOUS EDITOR OF NON-PARALLEL PUBLICATIONS. STEVE MET HER IN ISSUE #241 --JIM.

BUT, AS STEVE TURNS TO LEAVE--

WOW!

NETI

EXCUSE ME, MR. PLUMBER, I COULDN'T HELP NOTICING. YOU SERVED IN WORLD WAR TWO?

HONORABLE DISCHARGE U.S. ARMY

THAT'S RIGHT. NORMANDY.

WITH THE THREE HUNDRED EIGHTY-FIRST INFANTRY? THEY WERE A GOOD UNIT.

THE BEST! I REMEMBER A TIME BACK IN SUMMER OF '44. WE WERE ON MANEUVERS...

MEANWHILE, AT A SMALL TRUCK STOP JUST OUTSIDE ITHACA, NEW YORK...

HOT CAKE DINER

THERE'S A STORM BREWIN' JACK.

YEAH, STAN MY MAN! WE'D BETTER GET ROLLIN' ON DOWN THE ROAD IF WE WANNA MAKE MANHATTAN BY NIGHTFALL.

A-13

AN HOUR LATER... --THEN THE CAPTAIN SAID, "BETSY AIN'T MY WIFE, SOLDIER, SHE'S MY GUN!" I WAS LUCKY SAWYER DIDN'T BUST ME BACK TO PRIVATE RIGHT THERE ON THE SPOT! OR WORSE, ASSIGN ME TO THE HOWLING COMMANDOS. I UNDERSTAND SERGEANT FURY WAS A REAL SLAVE DRIVER, STEVE.

WELL, ED, HE'S STERN, BUT FAIR.

'STEVE?' 'ED?'

IT'S BEEN A PLEASURE, STEVE. HOW'S ABOUT LUNCH... ON ME?

WELL, I SHOULD GET RIGHT TO WORK ON THAT ASSIGNMENT YOU GAVE ME, ED.

'LUNCH?' 'ASSIGNMENT?'

INDUSTRIOUS, I LIKE THAT STEVE. TELL YOU WHAT, MEET YOUR DEADLINE AND I'LL SEE WHAT I CAN DO ABOUT GETTING YOU A BONUS.

BONUS? MISTER, I DON'T KNOW HOW YOU MANAGED TO *CHARM* THE OLD WARHORSE, BUT WELCOME ABOARD!

THANKS. I'LL BE SEEING YOU...

HOURS LATER DARK STORM CLOUDS ROLL IN FROM THE NORTH, BLANKETING NEW YORK. THUNDER RUMBLES IN THE NIGHT SKY...

...TRAFFIC RUMBLES DOWN FIFTH AVENUE...

...AND...SOMETHING... JUMPS FROM THE REAR OF A SMALL PICK-UP, FROM A SMALL DARK PLACE...

...AND SOMETHING...SLIPS UNSEEN INTO CENTRAL PARK. SOMETHING THAT WANDERS FOR HOURS, UNTIL, JUST BEFORE MIONIGHT...

SOMEONE'S COMIN'!

LOOKIT 'IM! ALL BENT AN' CROOKED AN' ALONE! MUST BE AN OLD GUY, WHOEVER IT IS!

YEAH, WELL HE AIN'T GONNA GIT NO OLDER-- UNLESS WE GIT HIS WALLET!

THAT'S FAR ENOUGH PAL! THEY'S A HEAVY TOLL DUE FOR WALKIN' ON OUR TURF--

--AN' WE'RE HERE TO COLLECT IT! DON'T MAKE US GIT UGLY!

UGLY?

WHAT DO YOU KNOW ABOUT BEING UGLY?

LOOK OUT!

WHAT DO *ANY* OF YOU KNOW?

T-THAT THING AIN'T HUMAN!

ALL YOU KNOW IS BEAUTY! YOU BUILD STATUES TO BEAUTY!

YOU PUT BEAUTY ON A PEDESTAL! YOU *WORSHIP* BEAUTY!

BUT BEAUTY IS FALSE! THERE IS NO BEAUTY! NOT FOR ME!

THERE IS ONLY UGLINESS, NOW! UGLINESS ... AND PAIN!

KRAASH

THEN...

HEADS UP! LOOKS LIKE OUR TIP WAS RIGHT! SOME NUT IS TEARING UP CENTRAL PARK!

SURROND 'IM AND TAKE IT EASY! THIS GUY'S DANGEROUS!

POLICE! WELL, LET THEM COME! LET THEM TRY AND PROTECT THE BEAUTY--

--IF THEY CAN!

FALL BACK! WHATEVER THIS... THIS THING... IS, BULLETS CAN'T STOP IT!

AND NEITHER CAN TEAR GAS!

CAR FIFTY-NINE, WHERE ARE YOU? OFFICERS IN TROUBLE--

--IN PURSUING SUSPECT, EAST ACROSS CENTRAL PARK TOWARD 59TH STREET!

WHAT?!

APPROACH WITH EXTREME CAUTION, SUSPECT IS AS STRONG AS AN OX AND TWICE AS UGLY!

GUESS I CAN KISS *THAT* BONUS GOODBYE...

..BECAUSE IT SOUNDS LIKE CAPTAIN AMERICA IS NEEDED!

MY DUTY TO MY COUNTRY COMES FIRST... NO MATTER *WHAT* THE COST!

TWENTY MINUTES LATER, AT FIFTH AVENUE AND 59TH STREET...

NOOOOO!

COME HERE!

HEY! YOU CAN'T JUST-- UNGHH!

QUIET FOOL! MY COURSE IS ALL TOO CLEAR, NOW!

I MUST DESTROY BEAUTY--

--AND I WILL START WITH YOU!

N-NO PLEASE! Y-YOU'RE HURTING ME--!

THEN...

THAK

KA-

OUT OF HERE, FOLKS! NOW! I'LL HANDLE THIS!

O-OH, DEAR! W-WHAT IS THAT THING?

EASY, HONEY! I'VE GOT YOU!

AIRS FREIGHT

TAXI

AND I HAVE YOU, MEDDLER! YOU ARE HELPLESS!

CAPTAIN AMERICA IS *NEVER* HELPLESS!

I THOUGHT ADONIS WAS DEAD. OBVIOUSLY I WAS WRONG, HE DIDN'T DROWN AFTER ALL!

LISTEN TO ME, ADONIS! I DON'T WANT TO HURT YOU, I WANT TO HELP IF I CAN!

TO HELP...?

FOR AN INSTANT, ADONIS PAUSES, SENSING THE SINCERITY IN CAPTAIN AMERICA'S VOICE. YES, PERHAPS...

...BUT THEN THE STORM BREAKS! JAGGED LIGHTNING RIPS ACROSS THE NIGHT SKY AND...

NO!

A77311

YOU LIED TO ME! YOU TRIED TO TRICK ME! BUT I WON'T STAY HERE! I WON'T!

IT'S NO USE! HE WON'T LISTEN TO REASON!

"ELECTRICITY! FIRE! IT BURNED ME, AND CHANGED ME AND MADE ME A MONSTER!"

I'VE GOT TO FOLLOW HIM AND STOP HIM BEFORE--

C-CAP! HELP US PLEASE!

EASY, I HAVE YOU!

C-CAP, IT'S FACE--! IT WAS SO HORRIBLE...

87A

IT... IT TORE THAT MANHOLE RIGHT UP OUT OF THE STREET!

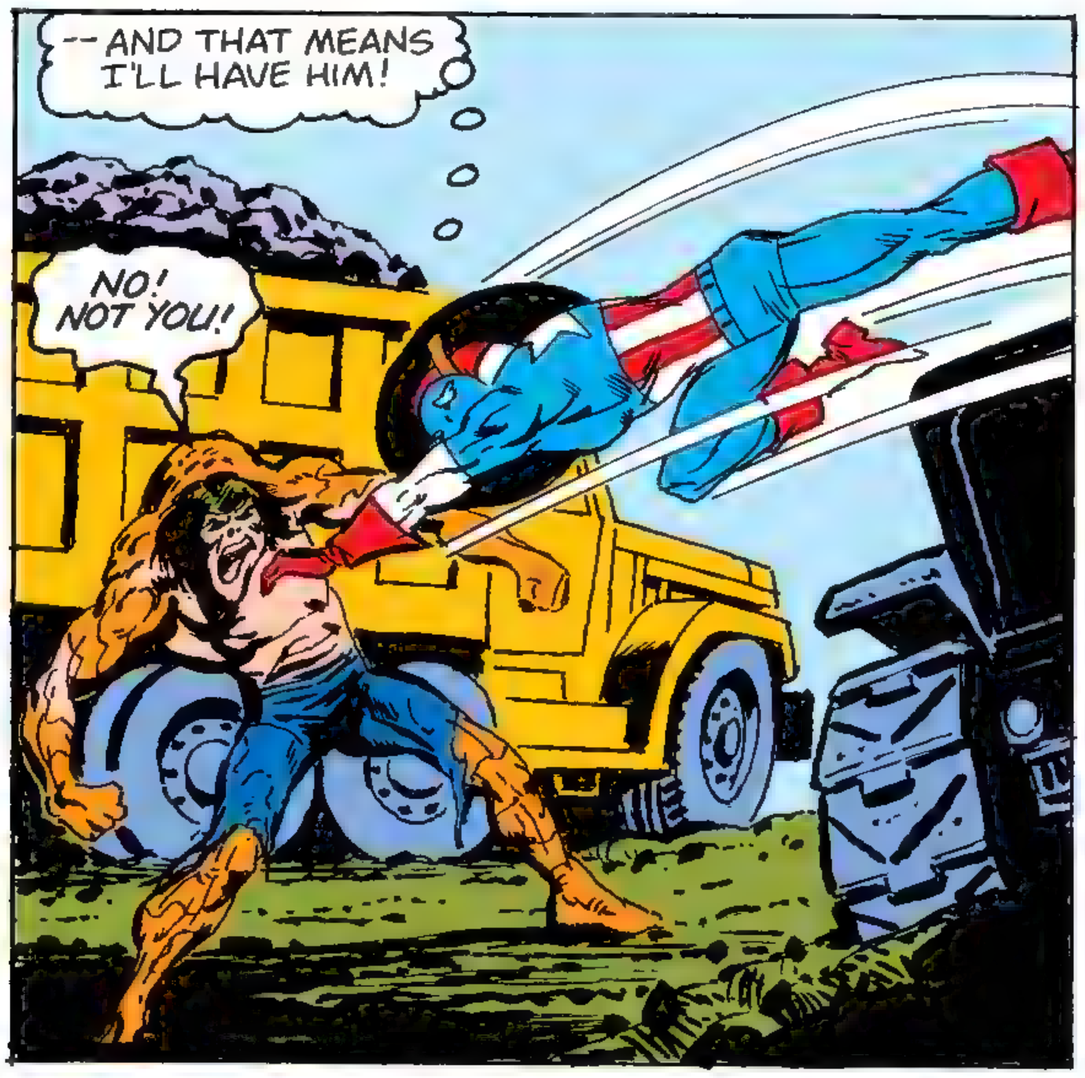
AT LEAST THE THING IS GONE!

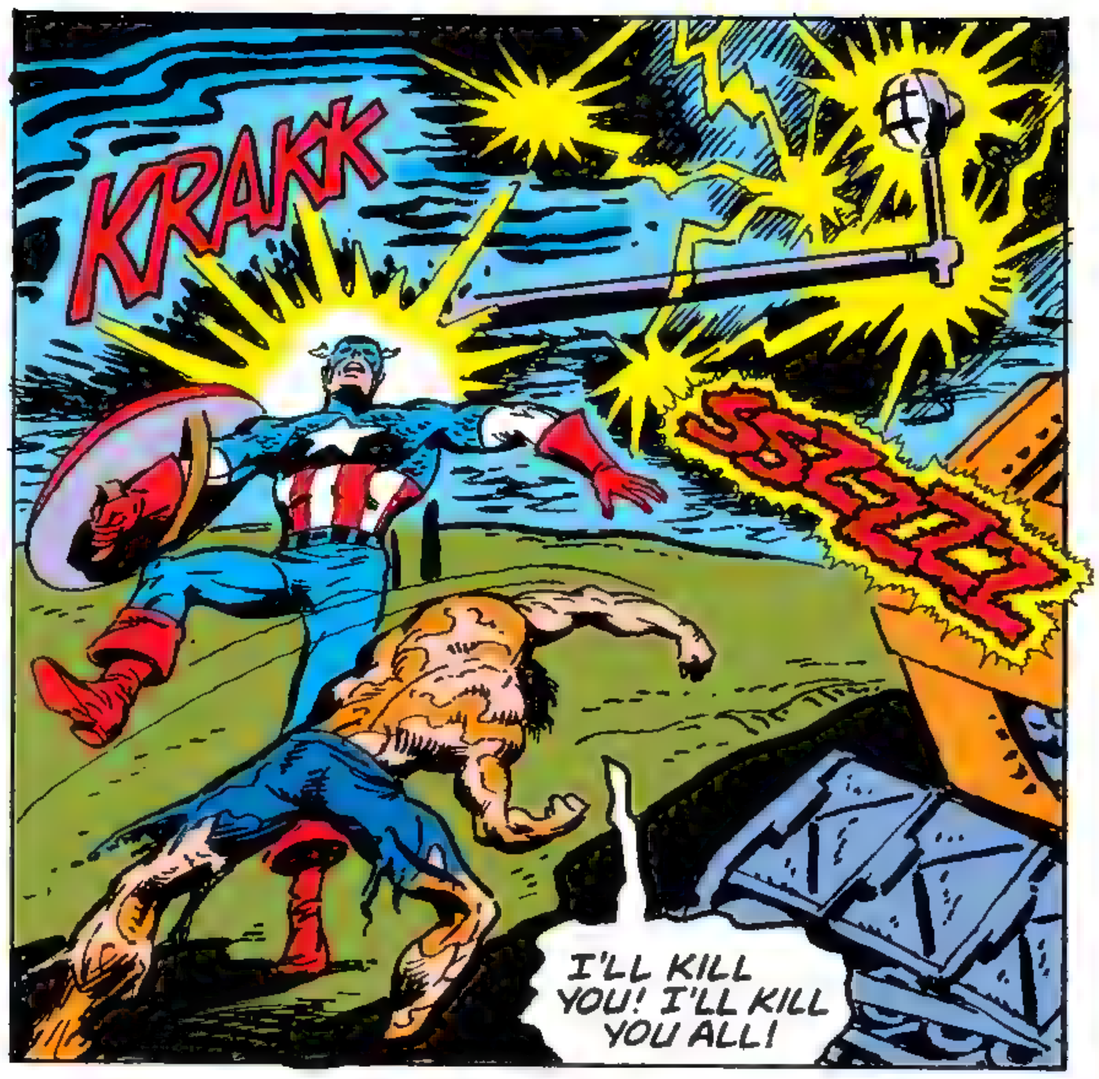
AND I THINK I KNOW WHERE!

A FEW MINUTES LATER...

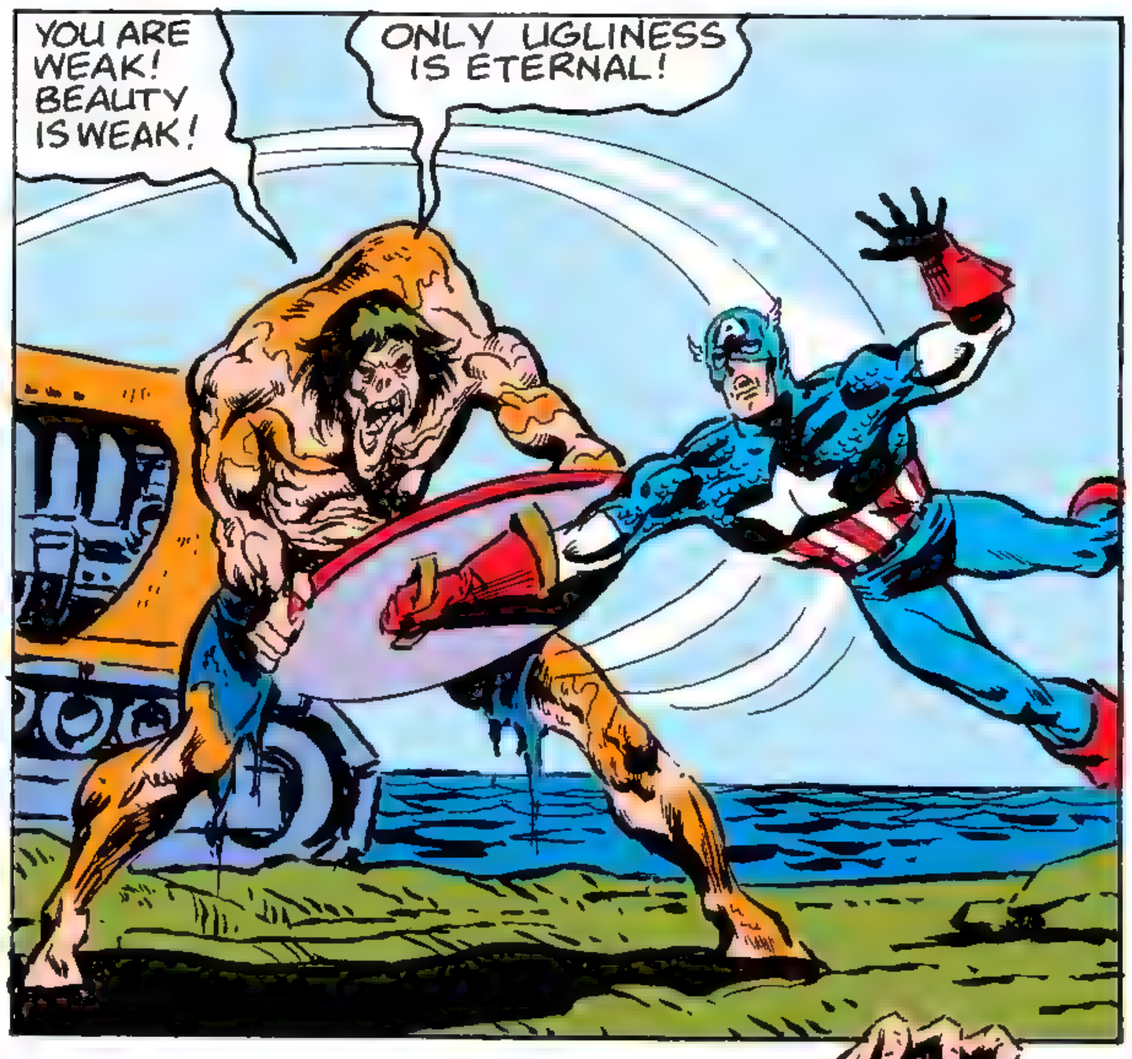
THE CITY'S DREDGING THE 59TH STREET LAKE. THAT MEANS THEY'VE BLOCKED OFF THE SEWERS...

... EXCEPT HERE AT THE LAKE ITSELF. ADONIS WILL HAVE TO COME UP HERE--


--AND THAT MEANS I'LL HAVE HIM!
NO! NOT YOU!


KRAKK
SSZZZZ
I'LL KILL YOU! I'LL KILL YOU ALL!

THAT... HURT...
...ADONIS IS STRONG... INCREDIBLY STRONG... BUT I'LL FIND A WAY TO DEFEAT HIM SOMEHOW... I HAVE TO...


YOU ARE WEAK! BEAUTY IS WEAK!
ONLY UGLINESS IS ETERNAL!

KA-THANG
HE TOSSED MY SHIELD AND ME--AS IF WE WERE NOTHING!

ONLY ADONIS IS ETERNAL!
SHIELD TOOK MOST OF THE SHOCK OF MY FALL...

... BUT ADONIS JUST KEEPS ON COMING!

CURSE YOU! I'M CAUGHT! I--

HE'S STUCK ON THE GEARSHIFT OF THE BULLDOZER! IT SHOULD TAKE HIM A FEW SECONDS TO GET FREE. MORE THAN ENOUGH TIME FOR ME TO--

NO!

HE HIT THE GEARS, THREW THE BULLDOZER INTO NEUTRAL!

IT'S ROLLING TOWARD THE LAKE, I'LL NEVER REACH HIM IN TIME!

BUT THAT ARC-LIGHT! IF HE HITS THE WATER...

NOOOOOO!!

"FIRE! PAIN! NO! NOT LIKE BEFORE!

"PLEASE! NOT LIKE BEFOREEEEEEEE!!"

ZZZZT

IT'S OVER. ADONIS IS DEAD, ELECTROCUTED. I JUST WISH THERE HAD BEEN ANOTHER WAY. IF ONLY HE'D LISTENED TO ME.

NO MAN DESERVES TO DIE LIKE THIS. NOT EVEN IF THAT MAN IS A... MONSTER.

NEXT ISSUE

The CALYPSO CONNECTION!

40¢ CC

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CAPTAIN AMERICA®

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I'VE WAITED ALL MY LIFE FOR THIS MOMENT--NAZI!

ANNA, DON'T!

NIGHT OF THE NAZI HUNTER!

DON'T DARE MISS-- THE CALYPSO CONNECTION!

MILLER/RUBINSTEIN

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

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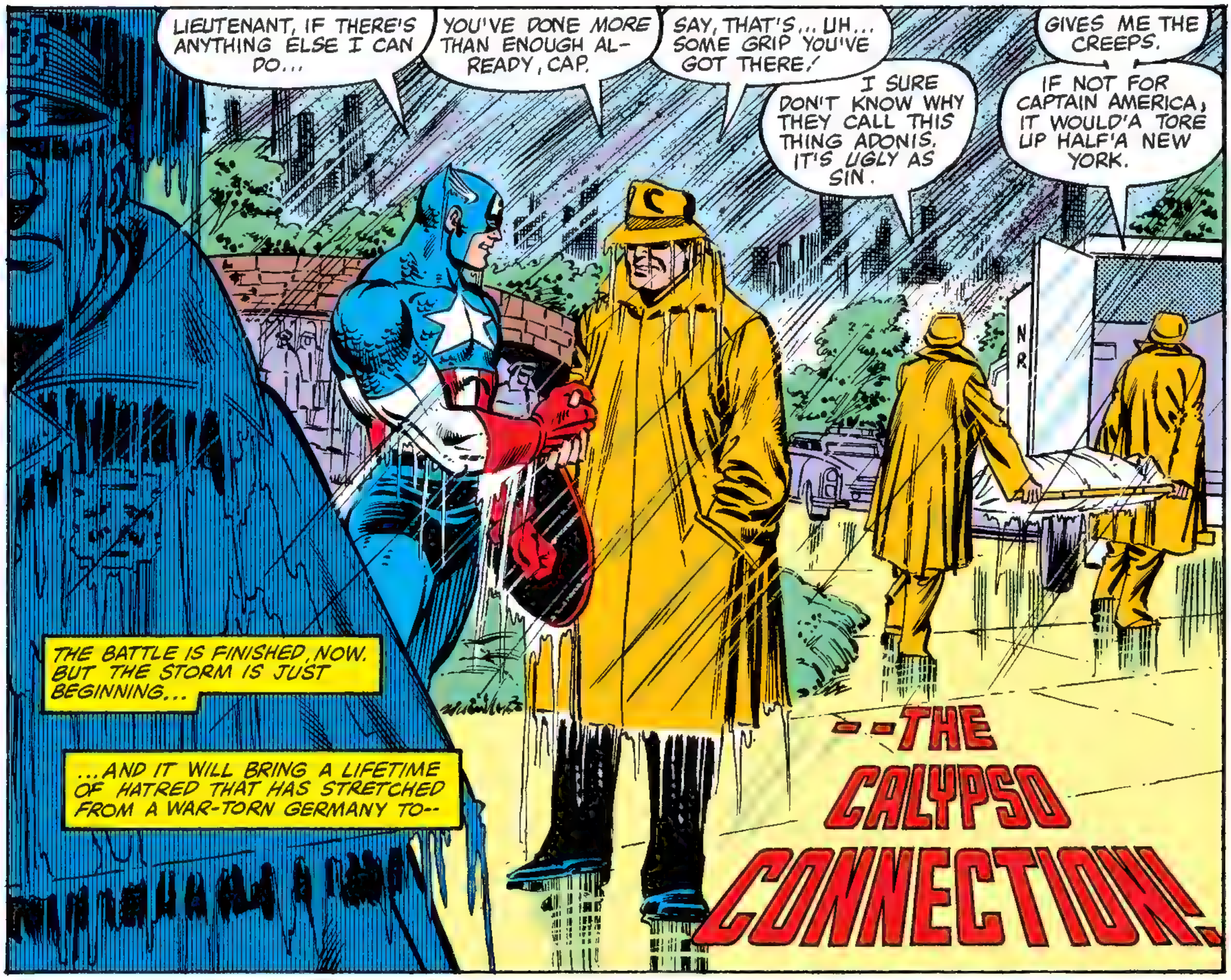
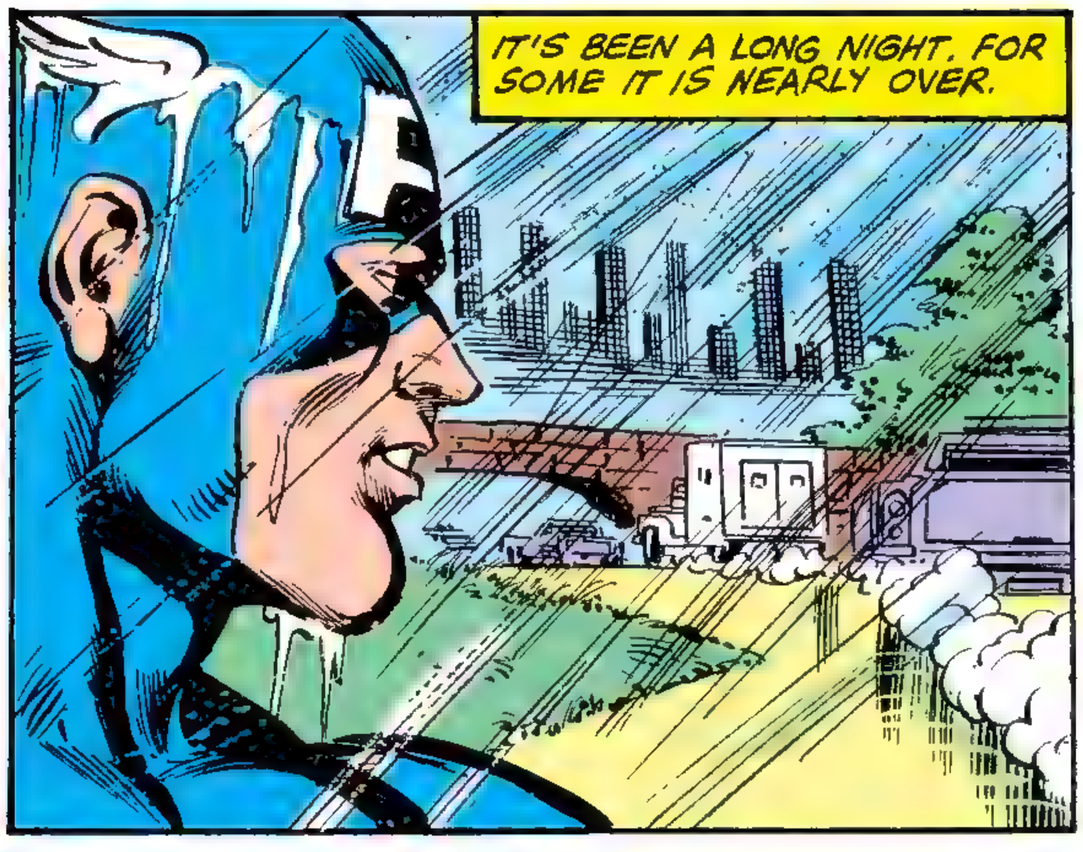

LIEUTENANT, IF THERE'S ANYTHING ELSE I CAN DO...
YOU'VE DONE MORE THAN ENOUGH ALREADY, CAP.
SAY, THAT'S... UH... SOME GRIP YOU'VE GOT THERE!
I SURE DON'T KNOW WHY THEY CALL THIS THING ADONIS. IT'S UGLY AS SIN.
GIVES ME THE CREEPS.
IF NOT FOR CAPTAIN AMERICA, IT WOULD'A TORE UP HALF'A NEW YORK.
N R
THE BATTLE IS FINISHED, NOW. BUT THE STORM IS JUST BEGINNING...
...AND IT WILL BRING A LIFETIME OF HATRED THAT HAS STRETCHED FROM A WAR-TORN GERMANY TO--
--THE CALYPSO CONNECTION!



I MIGHT AS WELL RETURN HOME. THE THREAT OF ADONIS IS TRAGICALLY OVER.

STILL, I HAVEN'T YET ADJUSTED TO HAVING A 'HOME'. MY ROOM AT AVENGERS MANSION WAS MY HOME FOR SO LONG THAT AN APARTMENT IN BROOKLYN HEIGHTS WAS QUITE A CULTURE SHOCK.

RIGHT NOW, HOWEVER, I'M COLD AND TIRED AND HUNGRY. I WONDER IF THERE'S ANYTHING LEFT IN MY REFRIGERATOR TO RUSTLE UP A MIDNIGHT SNACK.

DINER

THEN AGAIN...

HOW'S ABOUT A CUP OF COFFEE AND A MENU?

HEY, SLIM! WHERE'S MY BURGER?

S-SLIM, YOU AIN'T GONNA BELIEVE THIS, BUT... BUT...

...CAPTAIN AMERICA JUST WALKED IN!

SURE, SURE...

AND I'M...

...I'M...

...I'M...

I'M PLEASED TA MEET'CHA, CAP!

SPRIISH

AND DON'T FORGET MY FRIES, SLIM!

QUIET, JAKE, THIS'S A REAL HONOR HAVING *CAPTAIN AMERICA* HERE. YES, SIR! A REAL HONOR!

YOU NAME IT, YOU GOT IT! ON THE HOUSE!

--AND A BIG ORANGE.

THANKS, SLIM.

HEY, DO YOU EAT HERE OFTEN, CAP?

YOU BET HE DOES! CAP'S... *AHEM*... MY BEST CUSTOMER!

CAN I HAVE YOUR AUTO-GRAPH?

TAP TAP TAP

IS THAT SHIELD *REAL*, OR--

OK, OK! BREAK IT UP! GIVE THE MAN SOME ELBOW ROOM!

NOW, WHAT CAN I DO FOR YA, CAP?

I'LL HAVE THE *USUAL*, SLIM!

HOW ABOUT A PICTURE OF A BURGER, JUST SO'S I DON'T FORGET WHAT THEY LOOK LIKE?

UH, RIGHT! OF COURSE! THE USUAL!

SLIM THINKS FAST, AND PRAYS THAT CAPTAIN AMERICA LIVES UP TO HIS REPUTATION AS AN AMERICAN LIVING LEGEND.

THANKS, SLIM, YOU REMEMBERED.

THANK YOU, CAP.

SAVED BY A PIECE OF APPLE PIE!

BY THE WAY SLIM, MY FRIEND'S WORKED UP QUITE AN APPETITE!

I WAS BEGINNING TO THINK THEY DIDN'T SERVE FOOD IN THIS PLACE!

WELL, ANY FRIEND'A YOURS CAP...

WHAT'LL IT BE, SON? ALL YOU GOTTA DO IS ASK!

LET ME TRY A PIECE OF THAT PIE! IF IT'S GOOD ENOUGH FOR CAP...

A FEW PIES LATER...

CAP, WAIT, JUST ONE MORE QUESTION!

I HOPE I'M NOT GETTIN' TOO PERSONAL OR NUTHIN', BUT JUST HOW OLD ARE YOU? I MEAN, REALLY--

DINER

WELL, ACTUALLY, I'M--

HEY, CAP, OL' BUDDY!

NEED A LIFT?

DO I EVER! YOU'RE A LIFESAVER!

ME? NAH, I'M JUST A CABBIE. LOCKLEY'S MY NAME. JAKE LOCKLEY.

WHERE YOU HEADIN'?

BROOKLYN'S CLOSE ENOUGH!

WELL, THEN, HOLD ON!

VAROOM

HOLD THAT LADDER STEADY! THERE!

CAPTAIN AMERICA ATE HERE!

DINER

I'LL BE RICH! FAMOUS! A REGULAR NEW YORK LANDMARK!

KINDA BRINGS A *LUMP* TO YOUR THROAT, DON'T IT?

YEAH, JUST LIKE YOUR COOKIN'!

WE SHIFT OUR ATTENTION NOW TO ANNA KAPPLEBAUM AND JOSH COOPER, TWO OF STEVE ROGERS' CLOSEST FRIENDS, THE NEXT MORNING...

THIS SHOULDN'T TAKE TOO LONG, WITH TODAY'S PRICES, I'M LUCKY TO BUY ENOUGH MEAT TO MAKE A HAMBURGER.

JOSH, WHY DON'T YOU MEET ME BACK HERE IN A FEW MINUTES?

OKAY WITH ME. IT'LL GIVE ME A CHANCE TO CHECK OUT THE NEW RELEASES AT THE RECORD SHOP.

YOU'RE OUT AND ABOUT AWFULLY EARLY, ANNA!

LOTS TO DO TODAY, MR. SAMS!

AIN'T IT THE TRUTH? EVERYTHING'S RUSH, RUSH, RUSH, NOWADAYS!

WE WORK TWICE AS HARD BUT OUR MONEY DOESN'T SEEM TO GO HALF AS FAR!

IT'S JUST NOT LIKE THE OLD DAYS, IS IT, ANNA?

CHUPP

THE OLD DAYS...

ANNA REMEMBERS THEM ONLY TOO VIVIDLY. THE WORLD WAS AT WAR AND SHE WAS A FRIGHTENED YOUNG GIRL HELD CAPTIVE AT **DIEBENWALD**, A NAZI CONCENTRATION CAMP DEEP IN THE HEART OF GERMANY...

AND SHE REMEMBERS SHE WAS FORCED TO PLAY IN A BAND WHILE HER PEOPLE DIED...

MARIE, I CAN NOT CONTINUE. THIS WAS... THIS WAS POPPA'S FAVORITE WALTZ...

THEN PLAY IT IN HIS MEMORY, ANNA.

PLAY IT TO STAY ALIVE. THAT IS WHAT HE WOULD WANT.

THAT IS THE ONE I WANT, HERR DOCTOR...

...THE GIRL WITH THE VIOLIN! PERHAPS SHE HAS TALENTS OTHER THAN MUSIC!

COME WITH US! DOCTOR MENHAUS' ORDERS!

SCHNELL!

YES, HERR GENERAL, SHE IS SOMEWHAT ATTRACTIVE...

...FOR A JEW!

THAK

SPIRITED, TOO.

SMAK

BUT SHE CAN BE BROKEN!

KRAKK

BREAK HER, HERR GENERAL.

OH--!

EXCUSE ME, I'M AFRAID I WAS DAYDREAMING. I DIDN'T SEE YOU...

YOU!

OH, MY--!

AS JOSH RETURNS...

ANNA?

ANNA!

SOMEONE CALL AN AMBULANCE! HURRY!

FOR TWO YEARS, A DECADE AGO, JOSHUA COOPER SERVED IN VIETNAM. ONE OF THE FEW THINGS HE CARES TO REMEMBER OF THOSE TIMES IS HIS FIRST AID TRAINING.

HE CRADLES ANNA GENTLY IN HIS ARMS, TILTING HER HEAD AND LOOSENING HER COAT TO MAKE SURE SHE CAN BREATHE EASILY THEN HE CHECKS HER PULSE...

GOTT IN HIMMEL--!

EVERYWHERE I GO--

--IT IS ALWAYS THE SAME.

THERE IS NO ESCAPE FROM THE PAST.

AND NO HOPE FOR THE FUTURE!

LATER... AS A WORRIED STEVE ROGERS VISITS ANNA AT THE BROOKLYN GENERAL HOSPITAL...

ANNA, JOSH PHONED ME AND TOLD ME WHAT HAPPENED. I GOT HERE AS SOON AS I COULD.

HOW DO YOU FEEL? IS THERE *ANYTHING* I CAN DO?

I FEEL *FINE*, STEVE, AND YOU BOYS CAN *STOP* MAKING SUCH A BIG FUSS OVER A SILLY OLD WOMAN!

UH, ANNA, WE CAN'T HELP IT!

WHILE, OUTSIDE...

ITAL

WE CAN'T HELP IT, MARIE WE *MUST* SEE HER AT ONCE!

THERE IS NOT A MOMENT TO LOSE!

ANNA, JOSH AND I HAD BETTER BE GOING!

AND YOU'D BETTER GET WELL!

I WILL, STEVE. THEY'RE JUST GOING TO KEEP ME HERE OVER-NIGHT, JUST TO BE SAFE. NOW YOU BOYS SCOOT!

HER VOICE IS LIGHT, FILLED WITH LAUGHTER.

LAUGHTER THAT FADES ONCE SHE IS ALONE WITH HER MEMORIES OF DIEBENWALD...

...AND A MAD DOCTOR NAMED MENDELHALS.

I KNOW HOW YOU FEEL, MRS. KAPPLEBAUM.

0673

THE PAST IS *NOT* PLEASANT, IS IT?

MRS. KAPPLEBAUM, MY NAME IS MARIE. MARIE HELLER. PERHAPS YOU HAVE HEARD OF MY FATHER.

YES. AARON HELLER, THE NAZI HUNTER. BUT--

I NEED YOUR HELP, MRS. KAPPLEBAUM, TO BRING A *MONSTER* TO JUSTICE.

A MONSTER YOU KNOW ALL-TOO-WELL, I'M AFRAID! DOCTOR KLAUS MENDELHAUS, THE BUTCHER OF DIEBENWALD!

I SWEAR BY EVERYTHING HOLY, HE WILL BE THE NEXT NOTCH ON MY CANE!

THE *FINAL* NOTCH!

FATHER--!

IT'S HIS *HEART*, MRS. KAPPLEBAUM. FATHER IS NOT A WELL MAN.

AT LEAST... I *HAVE* A HEART, MARIE. THE MAN ...I HUNT... DOES NOT!

MRS. KAPPLEBAUM, YOU ARE ONE OF THE LAST SURVIVORS OF DIEBENWALD STILL ALIVE. ONE OF THE LAST WHO CAN *TESTIFY* AGAINST MENDELHAUS!

WILL YOU HELP?

HE... HE TOOK MY FATHER, MY MOTHER, MY FAMILY. HE TOOK *EVERYTHING* I HAD. IF THERE IS ANYTHING I CAN DO, I'LL DO IT GLADLY!

EXCELLENT, MRS. KAPPLEBAUM. I'LL BE IN TOUCH.

EH--? THAT'S AARON HELLER! WHAT'S *HE* DOING HERE? IF HE'S LEARNED OF THE CALYPSO CONNECTION THERE *COULD* BE TROUBLE!

TROUBLE WITH BEING A FREELANCE ARTIST IS THERE'S JUST *NEVER* ENOUGH TIME TO GET EVERYTHING DONE!

BUS STOP

IT TOOK ME ALL AFTERNOON TO LAND AN ASSIGNMENT, AND IT'S ALREADY THREE WEEKS BEHIND SCHEDULE!

WHICH MEANS I'LL HAVE TO WORK ALL WEEKEND... *AGAIN!* WELL, AT LEAST IT PUTS A ROOF OVER MY HEAD, A PLACE I CAN CALL MY OWN. THAT'S IMPORTANT.

HERE HE COMES!

GET READY! HE WON'T SUSPECT A THING...

... UNTIL IT'S TOO LATE!

SOMETHING'S WRONG. I CAN FEEL IT...

UNDER HIS THREE-PIECE VESTED SUIT, MUSCLES TENSE. STEELY MUSCLES THAT ARE A PART OF STEVE ROGERS' OTHER LIFE AS CAPTAIN AMERICA. HE SUSPECTS A TRAP.

BUT NOTHING LIKE THIS!

SURPRISE, STEVE! HAPPY BIRTHDAY!

GO ON, STEVE! MAKE A WISH! THEN OPEN YOUR PRESENTS!

JOSH, YOU SHOULDN'T HAVE...

GREAT PARTY, HUH, STEVE?

THE BEST, YOU KNOW, JOSH, THINGS LIKE THIS DON'T HAPPEN TO ME VERY OFTEN. NOT SINCE I... WELL, NOT IN YEARS. THANKS FOR CARING, AND REMEMBERING.

IT WAS ANNA'S IDEA. I WISH SHE COULD HAVE BEEN HERE. THE FUNNY THING IS, SHE SHOULD BE. THE HOSPITAL RELEASED HER HOURS AGO.

QUICKLY EXCUSING HIMSELF...

...STEVE GRABS HIS PORTFOLIO AND SLIPS OUT THE FRONT DOOR.

CALL IT INTUITION, A HUNCH, BATTLE SAVVY. CALL IT WHAT YOU WILL, BUT SOMETHING NAGS AT HIM. HE HURRIES DOWNSTAIRS, TO ANNA'S APARTMENT, FEARING THE WORST... AND FINDING IT!

HER APARTMENT'S BEEN RANSACKED! BUT--

THEN... YOU! WHO ARE YOU? WHAT ARE YOU DOING HERE? AND WHERE'S ANNA KAPPLEBAUM?

FRIEND, THAT'S JUST WHAT I WANT TO KNOW!

AH--! THEN WE ARE TOO LATE! THEY HAVE HER AND THEY WILL KILL HER! BUT I THINK I KNOW WHERE THEY ARE.

THEN YOU'VE GOT SOME EXPLAINING TO DO!

AARON HELLER DOES, GIVING VALUABLE INFORMATION AS TO WHERE ANNA MAY BE. AND SO, SEVERAL MINUTES LATER...

HEY, HAVE YOU SEEN STEVE?

NO, NOT LATELY. BUT I'M SURE HE'S AROUND HERE SOMEWHERE.

LATER, AT A DARK AND SEEMINGLY ABANDONED WATERFRONT CHURCH SOMEWHERE ON LONG ISLAND...

WE'RE HERE, OLD WOMAN--!

NOW MOVE, JEW!

INSIDE, SCHNELL--!

WHY HAVE YOU KIDNAPPED ME? WHAT DO YOU WANT WITH--

MENDELHAUS--!

SHE SEES HIM, THEN, AND HER BLOOD RUNS HOT.

HOT AS THE OVENS AT DIEBENWALD...

VAS--?!

GET UP, BUTCHER! GET UP!

HOW DARE YOU KNEEL BEFORE A PORTRAIT OF THAT... THAT MADMAN!

BECAUSE THEY FORCED ME TO. I AM AS MUCH A PRISONER HERE AS YOU, MADAM.

MADAM--?! AFTER EVERYTHING YOU'VE DONE TO ME, TO MY FAMILY, AND MY PEOPLE, YOU DON'T EVEN REMEMBER MY NAME!

THAT WAS A LONG TIME AGO, AND YOU WERE BUT ONE JEW AMONG MANY.

I'M SORRY, BUT--

HERR OBERLIEUTENANT--! THE TUG IS READY! WE WILL RENDEZVOUS WITH THE STEAMSHIP CALYPSO BY MORNING!

AND REACH SOUTH AMERICA WITHIN THE WEEK! THEN, DOCTOR MENDELHAUS WILLING OR NOT, WE WILL ESTABLISH A NEW NAZI REGIME!

NOTHING CAN STOP US, NOW!

NOTHING?

KRAASH!

I WOULDN'T BET ON IT!

I WOULDN'T BET ON THAT AT ALL!

CAPTAIN AMERICA!

THANK GOD!

THIS WAY, JEW! SCHNELL!

AND YOU, DOCTOR, AFTER ALL THAT YOU HAVE DONE HOW CAN YOU BELIEVE IN GOD?

BECAUSE...

...I HAVE SEEN SATAN!

SMAK

ANNA!

SMAK

SMEK

HE WORRIES ABOUT THE JEW WHEN HE *SHOULD* WORRY ABOUT HIMSELF!

WE *HAVE* HIM, NOW!

NO, ALL YOU HAVE IS HATE.

BUT I CAN HATE, TOO. I HATE *EVERYTHING* YOU STAND FOR!

SMASH

WEIGH ANCHOR, CAPTAIN! WE MUST GET OUT OF HERE WHILE WE STILL CAN!

THE ONLY PLACE YOU ARE HEADED NAZI, IS HELL!

THEN I WILL NOT GO ALONE! DROP YOUR GUN, HUNTER, AND STAND ASIDE!

NEVER, I-- UNGHH!

THE P-PAIN-- ! MY HEART...

DO NOT FEAR, JEW! YOU WILL NOT HAVE LONG TO SUFFER. I PROMISE YOU THAT.

NO!

THERE HAS BEEN ENOUGH KILLING! IT MUST END SOMETIME!

IT WILL, MONSTER! HERE AND NOW!

ANNA, NO! PUT THE GUN DOWN! MURDER WILL NOT SOLVE ANYTHING!

MURDER IS THE ONLY SOLUTION LEFT. THE FINAL SOLUTION. THIS...THIS BUTCHER... TAUGHT ME THAT, AT DIEBENWALD, WHEN HE MURDERED MY PARENTS... MY FAMILY. I STILL CARRY THE SCARS. AND HE'S GOING TO PAY FOR THAT.

YES, HE WILL! BUT IN A COURT OF LAW! NOT HERE! NOT LIKE THIS! PULL THAT TRIGGER AND YOU'LL BE NO BETTER THAN HE IS!

WELL, ISN'T THAT WHAT THEY ALWAYS SAID? MAYBE THEY WERE RIGHT. MAYBE...

FORGIVE ME... PLEASE...

BLAM

BLAM

...ANNA...

I DIDN'T... I COULDN'T...

HE REMEMBERED.

HE'S DEAD, FATHER. THE BUTCHER OF DIEBENWALD IS DEAD!

REST IN PEACE, IT'S FINALLY OVER...

CAP--

NO, IT WILL NEVER BE OVER. NOT UNTIL WE LEARN TO TEMPER JUSTICE...

...WITH MERCY.

FIN

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CAPTAIN AMERICA®

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TM

HE WAS JUST A GUY NAMED **JOE** UNTIL SOCIETY STOLE HIS SON! NOW, HE'S FIGHTING BACK! AND HE MAY JUST BE CAP'S DEADLIEST FOE!

SINS OF THE FATHERS!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

MEET MARTIN HARRIS. HE IS A MEMBER OF THE BOARD OF EDUCATION OF THE CITY OF NEW YORK.

MARTIN IS A QUIET MAN. HE LOVES ITALIAN FOOD. HE HAS BEEN LEARNING SPANISH TO DO HIS JOB BETTER.

MARTIN HARRIS DOES NOT WANT TO DIE TONIGHT.

THE SINS OF THE FATHERS!

PETER GILLIS WRITER
JERRY BINGHAM PENCILER
ALAN GORDON INKER
JIM SALICRUP EDITOR
NOVAK, LETTERER
SHAREN, COLORIST
JIM SHOOTER EDITOR-IN-CHIEF

LF94

MARTIN DOESN'T LOOK BEHIND HIM TO SEE IF THE FIGURE IS STILL FOLLOWING HIM. IT IS CLOSER THAN EVER.

SUDDENLY, IT RIPS A STREETLAMP RIGHT OUT OF ITS BASE--

--PLUNGING THE WHOLE STREET IN-TO DARKNESS.

MARTIN WONDERS WHY THIS IS HAPPENING TO HIM.

HE IS A BUREAUCRAT! A FAMILY MAN! HE HAS NO DARK SECRETS IN HIS PAST!

THIS IS INSANE!

MARTIN ALWAYS BELIEVED, DOWN DEEP, THAT GOOD PEOPLE WERE SOMEHOW PROTECTED FROM THINGS LIKE THIS!

HOW, THEN, IS THIS POSSIBLE?

HE WANTS TO ASK THE HUGE FIGURE, "WHY?", BUT FINDS HE CAN ONLY WHEEZE EXHAUSTEDLY!

THE WHEEZING STOPS AFTER THE FISTS HIT HIM A FEW TIMES.

ELSEWHERE, THE MAN WHO IS A WORLD-WIDE SYMBOL AS CAPTAIN AMERICA IS TRYING TO CARVE A NEW NAME FOR HIMSELF -- AS STEVE ROGERS -- COMMERCIAL ARTIST!

WELL, IF IT ISN'T GOOD NEIGHBOR JOSH! SAY-- YOU LOOK TERRIBLE!

HI, STEVE. HOPE I'M NOT INTERRUPTING YOUR WORK.

YOU ARE -- BUT WHO CARES? SIT DOWN-- YOU LOOK LIKE YOU'RE CARRYING THE WORLD'S WEIGHT ON YOUR SHOULDERS! WHAT'S THE MATTER?

JUST -- A ROUGH WEEK, STEVE.

I NEED TO TALK ABOUT IT TO SOMEBODY.

I DON'T KNOW IF I TOLD YOU, BUT I TEACH KIDS WITH SEVERE LEARNING DISABILITIES: BRAIN DAMAGE CASES, THAT SORT OF THING.

WITH SOME, IT'S A BIG VICTORY IF THEY STACK ONE BLOCK ON TOP OF ANOTHER.

"NOT THAT I'M COMPLAINING -- I LOVE THESE KIDS! AND AS A MATTER OF FACT, MY KIDS DID PRETTY WELL THIS WEEK!

"WHAT HAPPENED WAS JOEY! HE'S ONE OF MY FRIEND LARRY'S KIDS. TWO DAYS AGO, HE JUST WENT INTO SEVERE CONVULSIONS!

"LARRY RUSHED HIM TO THE HOSPITAL AS FAST AS HE COULD. I PHONED JOEY'S FATHER. NAME OF JOE SMITH.

EMERGENCY

"THERE WAS NOTHING THE DOCTORS COULD DO. JOEY WAS DEAD WITHIN HOURS.

"JOEY'S OLD MAN TOOK IT REALLY HARD."

IT'S NOT EVEN SURPRISING. NONE OF OUR KIDS ARE EXPECTED TO LIVE LONG. BUT THEY'RE GREAT KIDS, STEVE-- THEY TRY SO HARD!

YOU GO ON WITH THEM, BUILD UP HOPE--THEN BOOM! AND SOMETIMES IT GETS TO YOU!

THANKS FOR LISTENING, MAN. IT HELPS.

ANY TIME, JOSH!

MAYBE THE WORLD COULD USE FEWER CAPTAIN AMERICAS-- AND MORE JOSH COOPERS!

A FEW DAYS LATER--

THIS IS IT, MISTER ROGERS! THE CHAMBER STREET MARKET! IF YOU WANT TO SURVIVE IN NEW YORK WITHOUT A PILE OF MONEY, IT'S THE PLACE TO SHOP!

IT'S-- COLORFUL, JOSH, I'LL SAY THAT!

HOTEL

$2.00 FOR PANTS! THAT'S THE PRICE-- ER-- MY FATHER PAID FOR PANTS DURING THE WAR!

I GOT NEWS FOR YOU, STEVE! THESE ARE THE SAME PANTS!

SUDDENLY, THE HUBBUB OF THE STREET IS PIERCED BY RACING POLICE SIRENS.

SIRENS! IT COULD MEAN TROUBLE! I'D BETTER--

BUT THEN AGAIN IT COULD BE SOMETHING ROUTINE! SHOULD I--?

HEY, STEVE! LOOK!

WHAT?

YOU DO NEED A GOOD STEREO, NEIGHBOR. AND THE PRICES ARE GREAT HERE!

$75 EA

65

BUT THEN THE SIRENS ARE FOLLOWED BY MORE SIRENS!

STAN'S STEREO GOODIES

THOSE VANS--! THEY'RE LT. KEATING'S SPECIAL POWERS TASK FORCE! THAT MEANS SUPER-VILLAINS! THAT SINKS IT!

JOSH--I HATE TO DO THIS, BUT I JUST REMEMBERED SOMETHING I HAVE TO DO! WOULD YOU MIND IF I--?

WHAT? OH, SURE! SEE YOU LATER!

MINUTES LATER, THE POLICE HAVE THROWN A CORDON AROUND THE FEDERAL BUILDING IN NEARBY FOLEY SQUARE--

--REPEAT! THIS IS THE POLICE! WILL ALL CIVILIANS PLEASE LEAVE THE AREA!

WHAT'S GOING ON, OFFICER?

THANK HEAVENS, YOU SHOWED UP! THIS IS A REAL SCREWY ONE!

"THIS COSTUMED GUY BURSTS PAST THE BUILDING SECURITY MEN LIKE THEY WERE NOTHING! THEN HE TAKES THE ELEVATOR UP TO THE SOCIAL SECURITY OFFICES!

CAN YOU FIGURE IT? THE ELEVATOR?

"AND FROM THE SOUND OF THINGS, HE JUST STARTS TEARING THE PLACE APART!

"AND ALL THIS TIME, NOT ONE WORD, ONE BOAST, ONE CHALLENGE!

"I'VE SEEN MY SHARE OF SUPER-POWERED PSYCHOS, CAP-- BUT THERE'S SOMETHING SCARY ABOUT THIS ONE!

"GOOD LUCK!"

ALL RIGHT, MISTER! THIS IS CAPTAIN AMERICA SPEAKING!

STOP IT--NOW! I DON'T KNOW WHO YOU ARE, VILLAIN--

AT THE WORD "VILLAIN", THE FIGURE TENSES NOTICEABLY.

AND I DON'T CARE! YOU--

THE FIGURE MAKES A 15-FOOT JUMP FROM A STANDING START AND IS ON TOP OF CAP!

SPANG

POW!

GOOD LORD! THIS ONE'S A MANIAC! THAT WAS A KILLING BLOW!

BUT I CAN HANDLE IT!

FRIEND, I SINCERELY SUGGEST YOU GIVE UP! I DON'T WANT TO HURT--

YAAAH!

AGAIN HE IS CAUGHT OFF GUARD BY THE SAVAGERY OF THE ATTACK! THE BONES OF HIS SKULL BEGIN TO CRACK!

THAT DOES IT! YOU'RE SICK, MISTER, AND I WAS BEGINNING TO FEEL SORRY FOR YOU FOR THAT REASON!

BUT I HAVE MY LIMITS!

SMASH!

BUT THE MADMAN WILL NOT BE STOPPED! HE LEAPS AGAIN!

LIKE AN ANIMAL!

IN RESPONSE, CAP'S EYES TURN GRIM! THERE ARE NOW TWO SILENT FIGHTING MACHINES IN THE RUINED OFFICES!

ONE, A FIERCE CHAMPION OF JUSTICE--

AND THE OTHER--?

IN A PARODY OF A LOVER'S EMBRACE, THE MAN GRABS CAP AND BEGINS TO SQUEEZE.

OR IS IT A PARODY?

IS THERE AN INTENSITY--AN HYSTERICAL NEED IN THE MAN'S BONE-SNAPPING GRIP?

MADNESS HAS ALWAYS SCARED CAP.

THEN, THE TERRIBLE PRESSURE EASES, AS THE MAN SEES SOMETHING!

HE LETS CAP FALL AS IF CAP HAS CEASED TO EXIST!

THIS IS INSANE!

WHAT IN HEAVEN'S NAME IS HE AFTER?

--A BILLING MACHINE??

CRASH!

AND THEN THE MAN ENLARGES THE HOLE BY FOLLOWING THE MACHINE OUT THE SIXTH-STORY WINDOW!

KREEASH

CAP STANDS A MOMENT, STUNNED, AND THEN...

GREAT SCOTT! HE COMMITTED SUICIDE IN FRONT OF ME?!

BUT AS HE GAZES ONTO THE PLAZA BELOW, SEEING NO BODY, HE KNOWS THE MAN HAS MERELY--

--ESCAPED. WAS HE REALLY INSANE?

A BILLING MACHINE.

INCREDIBLE.

--LANDED ON HIS FEET LIKE A CAT, AND RAN LIKE A DEMON BEFORE MY MEN COULD NAB HIM.

ANYWAY, HE'S MOST LIKELY THE ONE WHO HOSPITALIZED HARRIS, THE BOARD OF ED. MEMBER.

BOARD OF EDUCATION -- SOCIAL SECURITY-- SOMETHING'S BEGINNING TO MAKE SENSE, KEATING--

AND I DON'T LIKE IT!

THAT EVENING, IN JOSH'S APARTMENT--

JOSH--DO YOU THINK YOU COULD TELL ME SOME MORE ABOUT JOEY'S FATHER? IT SEEMS TO ME--

--YOU HEARD ABOUT HIM? YES, IN FACT HE WAS SORT OF FAMOUS--

THIS GUY JOE SMITH WAS A NOTHING WRESTLER, UNTIL AN ACCIDENT GAVE HIM TEMPORARY SUPER-STRENGTH AND HE TUSSLED WITH SPIDER-MAN! *

"A MOVIE STUDIO CAPITALIZED ON ALL THAT AND GAVE HIM A CONTRACT.

"JOE DID A SHOW CALLED THE CRIMSON BAT THAT'S WHERE YOU KNOW HIM FROM.

*THE WHOLE STORY WAS SEEN IN SPIDER-MAN #38-- JIM.

"HE MET LIZ, A SCRIPT GIRL, AT THE STUDIO, AND THEY FELL IN LOVE AND GOT MARRIED.

"'THE CRIMSON BAT' RAN FOR THREE YEARS BEFORE LOW RATINGS KILLED IT--

"AND JOE FOUND HE WAS TYPECAST AS A SUPER HERO, AND COULDN'T GET ANY MORE WORK.

I'M SORRY, JOE JOE??

"BUT JOE HAD A SMART MANAGER WHO INVESTED JOE'S MONEY. THEY HAD ENOUGH TO MOVE BACK TO NEW YORK AND BUY AN OLD BROWNSTONE.

"EVERYTHING SEEMED OKAY. THINGS WERE LOOKING UP WHEN THEY HAD A SON, JOE JR.

"BUT THEN THE AXE FELL. JOEY TURNED OUT TO HAVE A BIRTH DEFECT THAT, IF IT DIDN'T KILL HIM, WOULD LEAVE HIM SEVERELY RETARDED.

"THAT WAS TOO MUCH FOR LIZ. SHE LEFT JOE AND THE KID SIX MONTHS LATER.

Dear Joe. I don't know how to tell you in person, I'm doing it this way. I can't take this anymore. I know I'm weak, but I can't. Good-bye, Joe. I love you. —Liz

"BUT I TELL YOU, JOE NEVER GAVE UP! EVEN WHEN MONEY BECAME TIGHT, HE BROUGHT JOEY EVERY DAY TO US! HE LOVED THAT KID!"

HE WANTED TO BELIEVE SO MUCH THAT WE COULD MAKE JOEY GET BETTER, THAT WE, LARRY AND THE REST OF US, BEGAN TO BELIEVE IT TOO, NO MATTER WHAT THE DOCTORS SAID!

AS IT TURNED OUT, WE WERE A LITTLE CRAZY TO FEEL THAT WAY!

WE ALL GET-- A LITTLE CRAZY-- FROM TIME TO TIME, JOSH!

LATER...

IT ALL FITS NOW. MARTIN HARRIS RECENTLY VOTED TO CUT SPECIAL EDUCATION FUNDS-- AND SOCIAL SECURITY REFUSED JOE BENEFITS!

AND NOW JOE'S ONLY REMAINING VICTIM--IS YOU OVER THERE, LARRY SAWYER!

I DON'T KNOW HOW JOE REGAINED HIS POWERS -- MAYBE THE EXPERTS WERE WRONG AND HE DIDN'T LOSE THEM --

I ONLY HOPE HE DOESN'T USE THEM ON YOU WHEN I'M NOT AROUND!

FACE BEER

THE FIGURE AWAITS THE ONCOMING TRAIN IN SILENCE.

HE GRABS A CAR HURTLING BY, SMASHING AN EMPTY CONDUCTOR'S BOOTH.

AND HEAVILY, HE WALKS UP THE JOSTLING CARS TO THE FRONT OF THE TRAIN.

HE LEANS OVER THE SIDE TRAINMAN'S WINDOW--

AND THE MADNESS EXPLODES ONCE MORE!

WHOOM!

IT'S TERRORISTS! THEY'VE BOMBED THE TRAIN!

BUT IT IS WORSE THAN A TERRORIST WHO ENTERS THE CAR, LEAVING THE TRAIN CONTROLS MANGLED BEHIND HIM!

IT IS ONE MAN'S DEATH!

NO! WHAT ARE YOU DOING? WHO ARE YOU? OH, NO! DON'T KILL ME!

THE FIGURE GIVES NO ANSWER!

FROM THE SHOUTING, HE'S GRABBED LARRY!

HAVING MY SHIELD IN MY ARTIST'S PORTFOLIO DOES SAVE PRECIOUS SECONDS. AND I'M GOING TO NEED THEM!

JOE!!

LET GO OF HIM!

I SAID, LET GO!

JOE-- I DON'T WANT TO FIGHT, =YUNHH=!

POW!

BUT CAP REALIZES HE HAS NO CHOICE! NOT NOW!

AND THE TRAIN HURTLES ON THROUGH THE NIGHT--

--OUT OF CONTROL!

JOE, I KNOW WHAT YOU'RE DOING! THE BOARD OF ED.-- SOCIAL SECURITY-- YOU'RE GETTING BACK AT THOSE WHO MIGHT HAVE SAVED YOUR SON! BUT IT WON'T WORK, JOE!

DALE AND AUDREY

BBB

JOE-- LISTEN TO ME!

THE DOORS SHATTER AS CAP DODGES JOE'S PUNCH--

--AND THE WIND ROARS DEATH IN THEIR THREE FACES!

NO! JOE, NO!

J-JOE?

YOU CAN'T KILL HIM, JOE! HE WAS YOUR FRIEND! JOEY LOVED HIM, JOE!

YOU'RE NOT A MONSTER, JOE!

THAT'S WHAT YOU'RE THINKING, ISN'T IT, SMITH? MARTIN HARRIS --AND NOW LARRY-- YOU ATTACK THEM FOR NOT SAVING JOEY--

BUT THAT'S AN EXCUSE! THAT'S BECAUSE YOU BLAME SOMEONE ELSE FOR JOEY'S DEATH! YOU BLAME YOURSELF!

YOU'RE SURE THE ACCIDENT THAT GAVE YOU YOUR STRENGTH CAUSED JOEY'S BIRTH DEFECT! YOU THINK THAT MAKES YOU A MONSTER!

WELL, YOU'RE NOT! UNDER THAT MASK, YOU'RE A HUMAN BEING, JUST AS I AM! JOEY'S DISEASE WAS A TRAGEDY--BUT IT WASN'T YOUR FAULT! IT WAS NOBODY'S FAULT!

THESE-- THINGS-- *HAPPEN* --JOE!!

JOE.

LET GO OF HIM, JOE.

HE LEAPS UP AND WHIRLS AT CAP-- HANDS HALF CLENCHED, BUT WHETHER IN ANGER OR SUPPLICATION, CAP IS UNSURE --

THE RUBINOOS NOW APPEARING

--AND THEN IT IS OVER.

HELP ME.

LATER, WHEN THE TRAIN HAS BEEN STOPPED, THE PASSENGERS RESCUED, AND JOE RESTRAINED...

WELL, CAP, I GUESS NO ONE WON THIS BATTLE.

IF THIS WERE THE END OF IT, YOU'D BE RIGHT. BUT THE BATTLE'S NOT OVER. WHAT HAPPENED TO JOE IS AS MUCH A TRAGEDY AS WHAT HAPPENED TO HIS SON. AND WE'VE GOT TO FIGHT TO SAVE HIM JUST LIKE YOU DID TO SAVE JOEY!

WE'VE GOT TO KEEP FIGHTING *THESE* FIGHTS UNTIL WE WIN, BECAUSE IF WE LOSE THEM--

THERE'S NO HOPE FOR ANY OF US.

NEXT

BARON STRUCKER LIVES AGAIN!

(--OR DOES HE?!)

Captain America #232, page 4 original art
by Sal Buscema & Don Perlin

CAPTAIN AMERICA
BUT CAPTAIN AMERICA IS NEVER HELPLESS! AND SO, SOMETWENTY MINUTES LATER, AFTER CONTACTING LOCAL AUTHORITIES...
HEY! IT'S CAP'N AMERICA! WHAT'S HE DOING HERE?
CAREFUL WITH HER, MISTER!
DON'T WORRY, CAP, SHE'LL BE JUST FINE!
I...HOPE YOU'RE RIGHT, SON.
WE...WERE VERY CLOSE ...A LONG TIME AGO.
HEY, CAP! WHAT DO YA WANT US TO DO WITH THESE BOZOS?
BOOK 'EM, SERGEANT! ATTEMPTED MURDER!
HEY, SARGE, WHAT IS THIS? WE DON'T WORK FOR THAT GLORY-HUNTING--
YOU WATCH YOUR MOUTH, SON!
WE'RE PAID TO UPHOLD THE LAW--AND FAR AS I'M CONCERNED, IF CAP SAYS BOOK 'EM, WE--
YOU'LL DO NOTHING OF THE SORT, PIG!

Courtesy HeritageAuctions.com

Captain America #234, page 17 original art
by Sal Buscema & Don Perlin

THE LIGHT FROM ABOVE GLISTENS ACROSS THE STARRED AND STRIPED SURFACE--

WHAT...

--SEEMINGLY BORING DEEP THROUGH THE LAYERS OF HIS BEFOGGED MIND--

...AM I...

--AND INTO HIS INNERMOST BEING!

...DOING?

CAP?

DAREDEVIL?! WHAT'S GOING ON HERE?

NOW, MY DEAR DIRECTOR, YOUR MOMENT IS AT HAND! IT WOULD APPEAR THE GOOD CAPTAIN AND HIS ERSTWHILE COMPANION HAVE OUTLIVED THEIR USEFULNESS TO THE NATIONAL FORCE!

I TRUST YOU KNOW WHAT TO DO!

I MANAGED TO SHOCK HIM BACK TO HIS SENSES-- BUT NOW IT'S TOO LATE!

NEXT LO, THE KILLER SKIES!

Courtesy HeritageAuctions.com

Captain America #237, page 1 original art
by Sal Buscema & Don Perlin

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

STAN LEE PRESENTS: CAPTAIN AMERICA!®

FROM THE ASHES

MORNING IN MIDTOWN MANHATTAN. FOR A WEARY AND HEARTSICK CAPTAIN AMERICA, THIS HASTILY CONVENED PRESS CONFERENCE ISN'T GOING WELL AT ALL...

A SENATE SUB-COMMITTEE ON SUBVERSIVE ACTIVITIES IS SLATED TO BEGIN INVESTIGATION OF THE NATIONAL FORCE LATER THIS WEEK.

IF SUBPOENAED, CAPTAIN, WILL YOU TESTIFY?

I'LL DO WHATEVER NECESSARY TO CLEAR MY NAME OF ANY CONNECTION WITH THAT GROUP.

THE AMERICAN NAZI PARTY AND THE KU KLUX KLAN ARE THREATENING TO BRING SUIT AGAINST YOU, CLAIMING YOU VIOLATED THE NATIONAL FORCE'S CONSTITUTIONAL RIGHT OF FREE SPEECH AND LAWFUL ASSEMBLY.

ANY COMMENT ON THAT?

1948

C. CLAREMONT PLOT | R. MCKENZIE SCRIPT | S. BUSCEMA & D. PERLIN ART | E. HEINL LETTERING | G. ROUSSOS COLORING | R. STERN EDITOR | J. SHOOTER EDITOR in CHIEF

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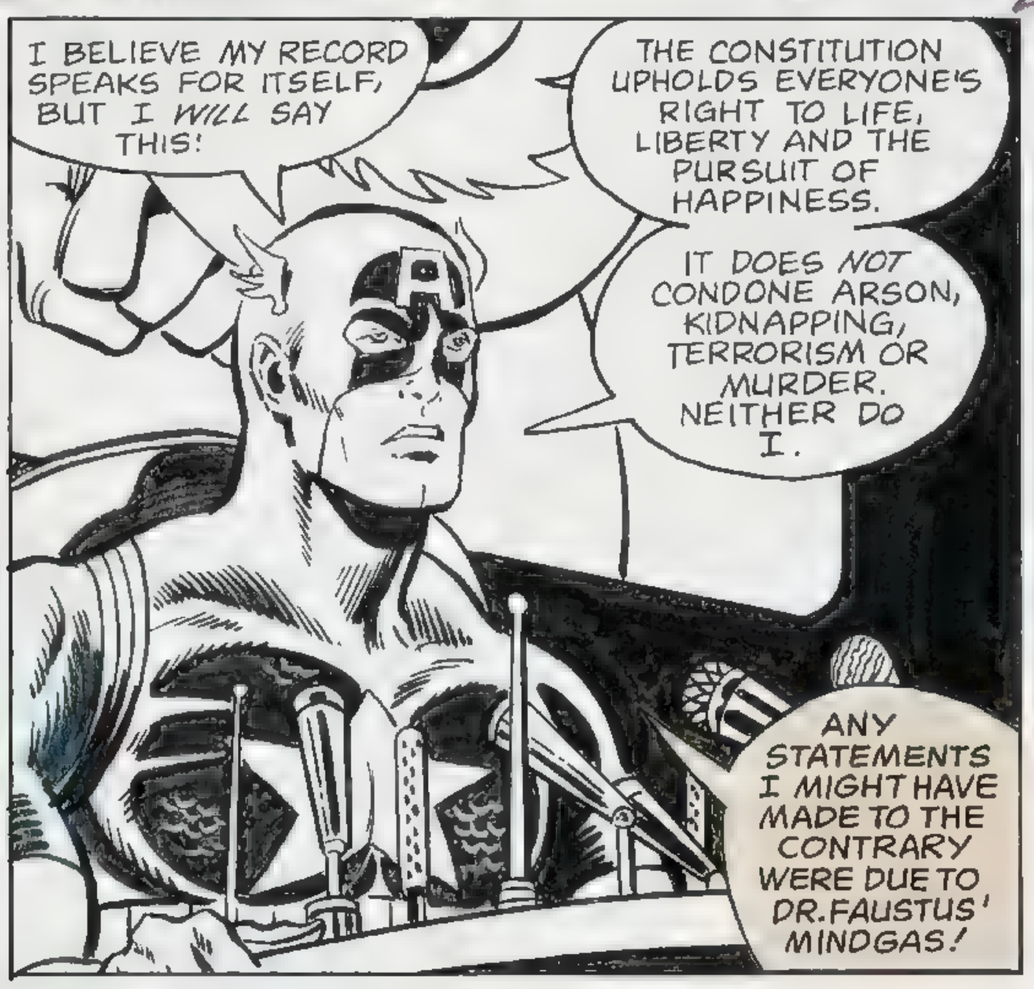
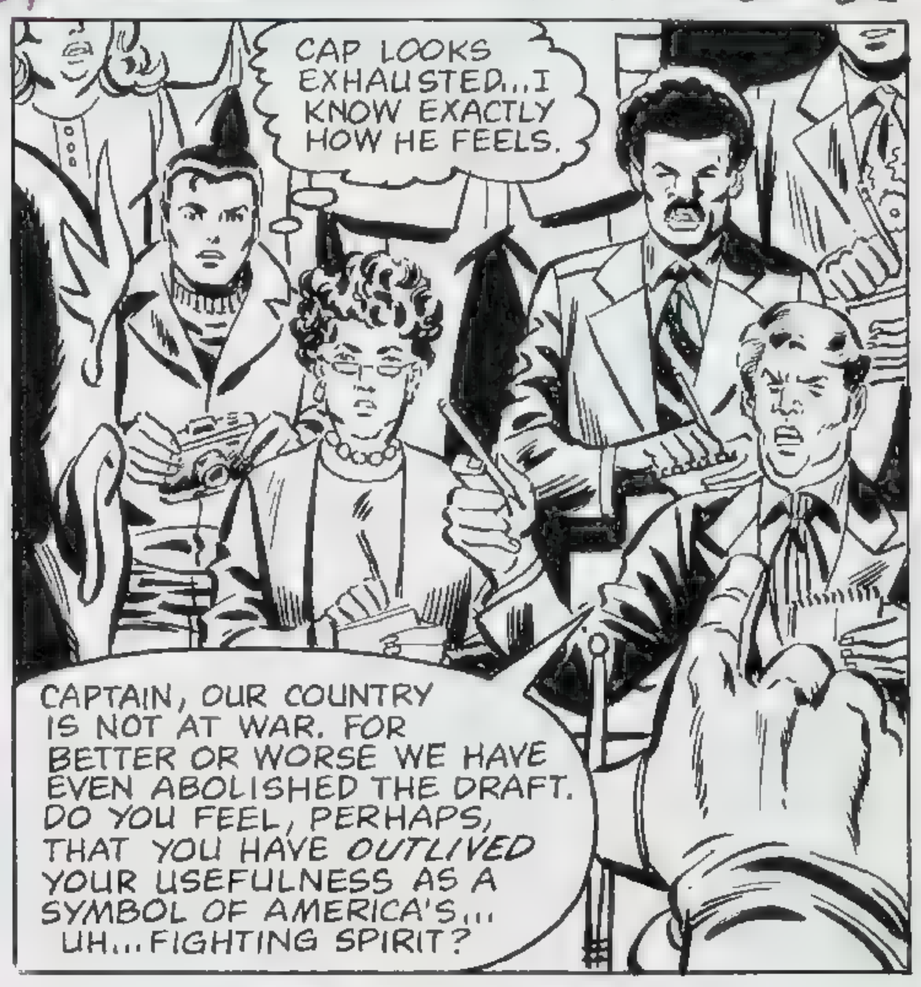
Captain America #237, page 2 original art
by Sal Buscema & Don Perlin

CAPTAIN AMERICA 237 1 2


I BELIEVE MY RECORD SPEAKS FOR ITSELF, BUT I WILL SAY THIS!
THE CONSTITUTION UPHOLDS EVERYONE'S RIGHT TO LIFE, LIBERTY AND THE PURSUIT OF HAPPINESS.
IT DOES NOT CONDONE ARSON, KIDNAPPING, TERRORISM OR MURDER. NEITHER DO I.
ANY STATEMENTS I MIGHT HAVE MADE TO THE CONTRARY WERE DUE TO DR. FAUSTUS' MINDGAS!


CAP LOOKS EXHAUSTED...I KNOW EXACTLY HOW HE FEELS.
CAPTAIN, OUR COUNTRY IS NOT AT WAR. FOR BETTER OR WORSE WE HAVE EVEN ABOLISHED THE DRAFT. DO YOU FEEL, PERHAPS, THAT YOU HAVE OUTLIVED YOUR USEFULNESS AS A SYMBOL OF AMERICA'S,... UH... FIGHTING SPIRIT?

CAP, WAIT! DOES THIS ACTUALLY MEAN YOU'RE CONSIDERING RETIRING? IF SO, WHAT ARE YOUR PLANS FOR THE FUTURE?
WHAT WILL YOU DO? WHERE WILL YOU GO?
NO COMMENT.

Courtesy HeritageAuctions.com

Captain America #238, page 9 original art
by Fred Kida & Don Perlin

I'LL BET YOU BOYS THOUGHT I'D JUST FLY ON PAST YOU! WELL, TO BE HONEST, THE IDEA CROSSED MY MIND... BUT THESE AIR-JETS ARE ONLY GOOD FOR SHORT HOPS.

AND BESIDES, PLAYING BUCK ROGERS JUST ISN'T MY STYLE!

C'MON, FELLAS! YOU'RE NOT PUTTING YOUR HEARTS INTO THIS! NICK FURY TOLD ME THAT THE GUARDS OF DOVECOTE WERE SUPPOSED TO BE UNBEATABLE--

--BUT IF THEY'RE ALL LIKE YOU, I CAN FINISH MY BUSINESS HERE AND BE GONE BEFORE SUPPER!

YOU ARE A FOOL, CAPTAIN AMERICA! YOU HAVE NOT EVEN BEGUN TO FACE THE HORRORS THAT DOVECOTE OFFERS.

BUT I SHALL SEE TO IT THAT YOU DO!

AH, GOOD! HE'S NOTICED THE HOVER-CAR!

"THAT SHOULD HELP SPEED HIM ON HIS WAY... TO HIS DOOM!"

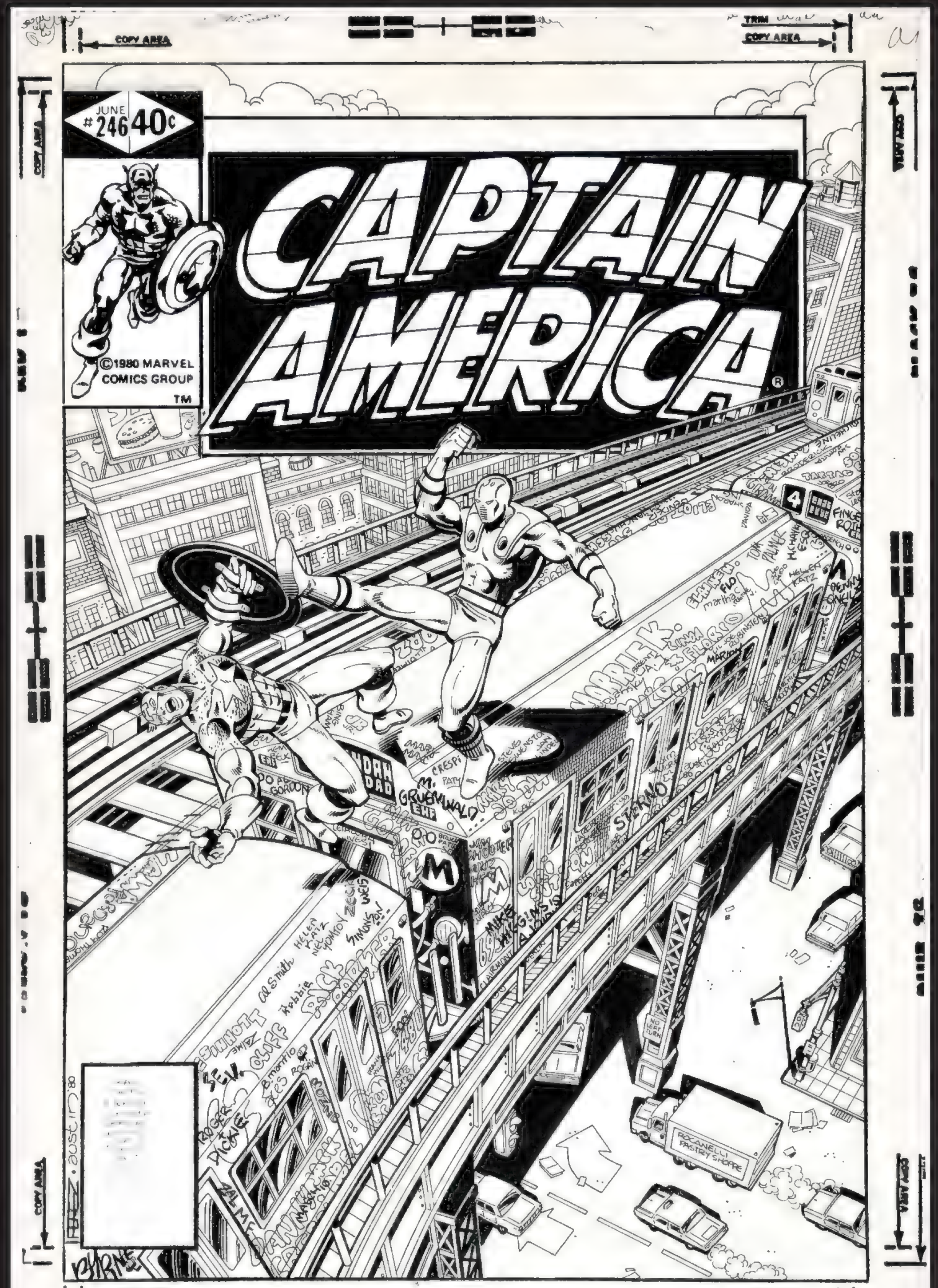
THERE IT IS... DOVECOTE! PERHAPS NOW I CAN FIND THE SECRET OF MY VISION.

Courtesy HeritageAuctions.com

Captain America #241 cover original art
by Frank Miller & Bob McLeod

Courtesy Scott Dunbier

Captain America #246 cover original art
by George Pérez & Terry Austin



Courtesy HeritageAuctions.com

BIOGRAPHIES

ROGER McKENZIE

Kentucky-born Roger McKenzie began scripting comics in 1976 on Warren mags *Vampirella*, *Creepy* and *Eerie*. Influenced by both mystery and sci-fi writers, McKenzie was soon at Marvel adapting Battlestar Galactica for *Marvel Super Special* and picking up the reins of *Daredevil*. Several of his first issues were drawn by legendary *Daredevil* artist Gene Colan, but it was Frank Miller's debut in the title's 158th issue that gave McKenzie his most timeless collaborator. While he wrote the first year of Miller's *Daredevil*, McKenzie was also the ongoing writer of *Battlestar Galactica* and *Captain America*. During his tenure on the latter title, McKenzie and artist collaborator Don Perlin devised the plot of Captain America running for president. Later writer Roger Stern deployed the idea to much acclaim, making sure to credit McKenzie and Perlin for their inspiration. McKenzie's DC credits include *Men of War*, *Weird War Tales* and *House of Mystery*. He also premiered the red-headed gunslinger Cinnamon in the pages of *Weird Western Tales*. In the mid-'80s, McKenzie teamed with artist Pat Broderick on Pacific's *Sun Runners* and launched *Next Man* at Comico. McKenzie left the industry in the late '80s.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*. Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

MIKE W. BARR

Mike W. Barr's first professional comics work was in 1974-75 with a pair of Elongated Man stories in *Detective Comics*. In 1978, he notched a credit on *Weird War Tales* and by 1980 Barr's career took off. He graduated to A-list characters like Batman and Green Lantern, wrote a seminal appearance of Punisher in *Captain America* #241, scripted *Marvel Spotlight* #8—one of Frank Miller's first Marvel jobs—and contributed to *Star Trek* and *Marvel Team-Up*. DC snapped up his services as an editor, leading to a six-year stint at the publisher. Barr and artist Brian Bolland created a sensation with *Camelot 3000*, DC's first foray into direct-market exclusive series and higher production values. His association with *Star Trek* extended from his work on the inaugural Marvel series to the first sixteen issues of the 1984 DC iteration. As the '80s continued, Barr delved deeper into the world of the Caped Crusader in *Batman, The Brave and the Bold*, and *Detective Comics*—including the "Year Two" storyline drawn by new talents Alan Davis and Todd McFarlane. It was Barr's long list of Batman graphic novels where he made his most memorable statements, including *Batman: Son of the Demon* and *Batman: In Darkest Knight* graphic novels with artist Jerry Bingham. In 1988, Barr launched his creator-owned whodunit series *The Maze Agency* at Comico with artist Adam Hughes. When Malibu launched its Ultraverse line in 1993 Barr helmed *Mantra* with artist Terry Dodson and Adam Hughes and contributed to the line's other titles. He also contributed to Dark Horse's *G.I. Joe* and returned to *The Outsiders* at DC. Recent credits include work for Bongo's *Simpsons* comics line and DC's digital-first *Legends of the Dark Knight*.

JERRY BINGHAM

Chicago-born Jerry Bingham had a productive tenure drawing comic books before he transitioned to Hollywood to do storyboard design for motion pictures. While serving a four-year stint in the Air Force, Bingham used his off hours to practice drawing with the sole motivation of one day working for Marvel. Eventually, after a mentorship from Dan Adkins, his dreams of being a comic book pro materialized. In 1978, he would make his debut at DC, where he drew war and horror stories plus a Green Arrow story for *World's Finest Comics*. By 1979, he earned his first credits at Marvel drawing the Black Panther in the character's own title and in *Marvel Premiere*. He also drew several issues of *Iron Man*, *Marvel Two-In-One* and *Marvel Team-Up*. For First Comics, he took over for Frank Brunner on the independent publisher's adaptation of the Broadway play *Warp*, and followed that up with his own adaptation of the epic poem *Beowulf*—a graphic novel he wrote, penciled, inked and colored. In 1987, Bingham collaborated with writer Mike W. Barr on the graphic novel *Batman: Son of the Demon*. The pair joined together again in 1994 sequel for *Batman: In Darkest Knight*. In the latter stages of his comics career, Bingham pursued work in Hollywood, where he excelled in prop design, animation storyboards, and concept design work for theme park attractions. Bingham returned to comics in 2011 to draw a five-issue run of *Batman Confidential*.

RICH BUCKLER

Rich Buckler, along with John Buscema and George Pérez, helped define the '70s era of Marvel's flagship title, *Fantastic Four*. His dynamic style and muscular figurework carried on the tradition set by Jack Kirby. Buckler's first published artwork was a backup in King Feature's 1967 *Flash Gordon* #10, and

in 1970 he landed work on Warren's *Eerie* and *Creepy* horror magazines. After illustrating a few backup stories at DC Comics, he turned to Marvel for his first feature work. By 1973, he was turned loose on *Fantastic Four* and other Marvel ongoing series like *Jungle Action* (featuring Black Panther) and *Astonishing Tales*, in which he and writer Doug Moench launched Deathlok the Demolisher. The post-apocalyptic story of Col. Luther Manning, their run on "Deathlok" was a defining vision of a future gone wrong. Its influence and themes of military rule, reanimation and killer cyborgs would be reflected in films from *The Terminator* to *RoboCop*. After a time with DC, where he teamed with Roy Thomas on *All-Star Squadron*, Buckler returned to Marvel for work on *Spectacular Spider-Man*, *New Mutants* and a return engagement with *Fantastic Four* in the late '90s when he collaborated with writers such as Steve Englehart and Walt Simonson. Buckler also had a thriving career outside comics as a surrealist painter. He passed away in 2017 after a battle with cancer.

CHRIS CLAREMONT

It is hard to remember a time when the word "mutant" didn't correspond with the largest and most ardently followed franchise in comics, but in the mid-'70s the X-Men were naught but a forgotten team of misfits. Chris Claremont and his collaborators took this moribund property and issue by issue transformed it into a phenomenon now known the world over.

Claremont began his career in comics in the early '70s pitching in on issues of *Avengers*, *Daredevil* and *Incredible Hulk*, while also delivering several text stories to Marvel's black-and-white magazines. His first regular writing gig was *War Is Hell*, a "weird war" title that came to a close just as his run on *X-Men* and *Iron Fist* began. *Iron Fist*, which rolled out of the pages of *Marvel Premiere*, was done in concert with artist John Byrne, forming a key partnership that would pay big dividends later. Other high-profile projects from Claremont's first full decade in comics included *Marvel Preview*'s Starlord, *Ms. Marvel*, *Marvel Team-Up* (again with Byrne) and *John Carter: Warlord of Mars*.

But it was in the pages of *X-Men* where Claremont would change comics history. In tandem with artists Dave Cockrum and John Byrne, Claremont helped build a cornerstone franchise for Marvel. After writer Len Wein launched the newly updated series in 1975 with *Giant-Size X-Men* #1, Claremont was tasked with guiding the new adventures of the mutant misfits, and he did so by crafting layered stories that balanced crisp dialogue with high-octane action. Claremont placed a premium on characterization, a lofty goal in a team book with many players, but he did so deftly enough to spin a wide-ranging tapestry of characters, each of whom became fan favorites.

Leading breathless fans down the path of classics including "The Dark Phoenix Saga," "Days of Future Past," and *God Loves, Man Kills*, he helped build such an intense loyalty that it only made sense to spin-off the X-Men's success into new books. The first such spin-off was *The New Mutants*. Later in the decade, Claremont launched *Excalibur* with Alan Davis and established a regular series for Wolverine with John Buscema.

In 1990, he launched a new sister title for the main team of mutants with Jim Lee; *X-Men* #1 premiered to numbers that made it the highest-selling comic ever. After a long break from the company, Claremont returned to Marvel in 2000, and over the next ten years wrote the novelization of Bryan Singer's X-Men film, took on the Fantastic Four, and charted the adventures of Marvel's mutants across a variety of titles. He was inducted into the Eisner Hall of Fame with its 2015 class.

MARK EVANIER

Born and raised in Los Angeles, Mark Evanier knew from a very early age that there was one thing and one thing only he was born to do: write. Encouraged by his parents and steeped in the television, movies and comic books of the 1950s and '60s, he graduated from high school and went straight into a career in writing. Not long after selling his first articles to local magazines, he met Jack Kirby, who had recently moved to Southern California. That meeting led to an assistantship with the legendary artist. While working with Steve Sherman as Kirby's right-hand man, Evanier began writing for Gold Key's stable of Disney and Warner Brothers comic books. Further comics work in the '70s included scripting *Tarzan* and *Korak*, writing Hanna-Barbera comic adaptations, and a Falcon story in *Marvel Premiere*. Meanwhile, Evanier branched out into television writing.

By 1974, he had teamed with screenwriter Dennis Palumbo in a writing partnership, with their biggest success being a lengthy run as story editors on *Welcome Back, Kotter*. Evanier split amicably from Palumbo and scripted variety shows, including the cult hit *Pink Lady and Jeff*, and animated shows, including *Scooby-Doo*, *Thundarr the Barbarian* and *Superman: The Animated Series*. In 1982, Evanier collaborated with cartoonist and *MAD Magazine* alumnus Sergio Aragones on his most enduring achievement in comics, *Groo the Wanderer*, a satire on Conan the Barbarian nearing its 200th issue. He also wrote multiple titles for DC, including a run on *Blackhawk*. At Eclipse Comics, he created and wrote the long-running *DNAgents* and its spinoff *Crossfire*. Evanier produced and wrote *Garfield and Friends*, a top-rated Saturday morning cartoon on CBS, from 1988-94; his relationship with the cartoon cat continued in 2009 with *The Garfield Show*. Other animated shows under his belt include *Mother Goose and Grimm*, *Wuzzles*, and *Dungeons & Dragons*. In addition to his writing credits for comics and television, Evanier is also the foremost biographer of his mentor, Jack Kirby, with the 2008 monograph *Kirby: King of Comics* and a yet-to-be-released in-depth biography.

MICHAEL FLEISHER

Michael Fleisher was born in 1942 in New York City. His parents divorced when he was a small child, and Fleisher reminisced that some of his best memories included taking in countless Western movie double features with his father. As a child, he also loved comic books, not just the Westerns but also

super hero books, particularly DC's Superman and Batman. By the late '60s, after many twists and turns, Fleisher dedicated himself to working as a writer. By the early '70s, he pitched the idea of an encyclopedia of DC super heroes to editor-in-chief Carmine Infantino. Fleisher and an assistant were given access to the fabled DC library to perform their research. The result was a trio of encyclopedic volumes dedicated to Superman, Batman and Wonder Woman. It was during the course of developing these books that Fleisher became friendly with editor Joe Orlando, who opened the door for the budding writer to deliver stories for DC's line of mystery and horror titles. It was in one of those titles, *Weird Western Tales*, that Fleisher began writing the ongoing adventures of a character with whom his name would become synonymous: Jonah Hex. In 1977, Hex graduated to his own title, and Fleisher followed. He would scribe the disfigured bounty hunter's comic for almost 100 issues through 1987. During his years as a Hex mainstay, Fleisher also wrote *The Sandman*, a celebrated run on the Spectre in *Adventure Comics* and *Shade, the Changing Man* for DC, as well as *Ghost Rider*, *Spider-Woman*, *Conan the Barbarian* and *Savage Sword of Conan* for Marvel. In 1975, Fleisher joined the short-lived Atlas/Seaboard venture to write several titles for its line. In addition to his work in comics, Fleisher also scripted the last year of the original *Little Orphan Annie* newspaper strip. He wrapped up his comics writing career in the mid-'90s, after writing for the iconic British title *2000 AD*, and used his graduate degree in anthropology from Columbia University to explore various topics in the field, eventually earning his doctorate and working for humanitarian organizations as a researcher and writer. Fleisher passed away in 2018 at the age of 75.

PETER B. GILLIS

Peter B. Gillis' notched sustained runs on *Doctor Strange*, *Micronauts* and *The Defenders*, but it was the world of *Strikeforce: Morituri* that remains his most lasting contribution to comics. Starting in 1978, Gillis wrote fill-in issues of various Marvel titles, as well as periodic issues of *Captain America*, *Marvel Two-In-One* and *Super-Villain Team-Up*. He also contributed to several issues of *What If?,* with highlights including "What If Spider-Man Had Stopped the Burglar Who Killed His Uncle?" and "What If Hulk's Girlfriend Jarella Had Not Died?"

In 1983, Gillis began his association with independent comics publisher First Comics by adapting the Broadway sci-fi/comics fantasy play *Warp* with Frank Brunner. Next for First, Gillis wrote *Shatter*, the industry's first all-digitally produced comic done in collaboration with Mike Saenz. Meanwhile at Marvel, Gillis settled into a long run writing *The Defenders*, the 1984 relaunch of *Micronauts* and the first eight issues of an *Eternals* limited series. He began writing *Doctor Strange* in 1985, and hung with the series as it transferred to titles including *Strange Tales* and *Doctor Strange, Sorcerer Supreme*.

Gillis' most celebrated work, *Strikeforce: Morituri*, debuted in 1986. Drawn by Brent Anderson, it told the story of a cadre of soldiers granted super powers to fight off an alien invasion, though at the eventual cost of their own lives. Gillis wrapped up his comic-writing career in the late '80s and early '90s, writing *Tailgunner Jo* and *Gammarauders* for DC, and stories for Marvel anthologies *Marvel Comics Presents*, *Solo Avengers* and *What The?*

STEVEN GRANT

A self-described "accidental" comic book writer, Steven Grant dabbled in comics writing in the early '70s for indie imprints before getting work as a music and film critic for newspapers in his hometown of Madison, Wisconsin. He kept in touch with his comics-loving associates in the CPL Gang, who urged him to go further in the comics industry. A 1976 meeting with Marvel editor Marv Wolfman didn't yield any opportunities, but while visiting CPL pal Roger Stern in 1979 opportunity struck. Stern, an editor newly ensconced at Marvel, offered Grant a gig writing an issue of *Marvel Two-In-One* that was running late. After turning in his script for the Thing/Moon Knight team-up, more work came his way as he helped Stern get his titles back on schedule. His first regular gigs were Spider-Man's adventures in *Marvel Team-Up* and the young readers book *Spidey Super Stories*. Grant also wrote issues of *Spider-Woman*, *Incredible Hulk*, *Battlestar Galactica*, and he co-wrote the *Marvel Super Hero Contest of Champions* limited series. One of his biggest projects was scribing the *Life of Pope John Paul II* one-shot in 1983. That same year he launched his own character, Whisper, for Capital Comics and then First Comics, and was handed the reins to *American Flagg!* by its creator Howard Chaykin. In 1986, Grant made a huge splash with artist Mike Zeck on their *Punisher* miniseries. The fan-favorite series ignited the Punisher's popularity, raising him to the ranks of one of Marvel's most popular characters. Grant followed up with the acclaimed *Punisher: Return to Big Nothing* graphic novel and turns on *Punisher War Journal*, *Punisher War Zone* and the ongoing *Punisher* series. He branched out to DC in the '90s, rebooting *Challengers of the Unknown* and *Manhunter*. Grant's series *2 Guns*, published by BOOM! Studios, was adapted into a 2013 film starring Denzel Washington and Mark Wahlberg.

CARMINE INFANTINO

Born and raised in Brooklyn, Carmine Infantino attended the School of Industrial Art in Manhattan, though his best art education would come the summer of his freshman year in what amounted to a paid internship in Harry Chesler's studio. The teenager absorbed the work of the artists around him there. Infantino's first published work in comics was a Stan Lee-written Jack Frost story in *U.S.A. Comics* #1. Emboldened by the thrill of being published, the teenager wanted to quit school and take up art full-time. This idea was quickly put down by his father, but upon his graduation Infantino took up the career that he had been waiting for. He freelanced, drawing for Timely, Fawcett, Hillman and DC. At the latter company, he drew the first Black Canary appearance in *Flash Comics* #86 and became regular artist for *Green Lantern Comics* and *Justice Society of America*. In 1956, Infantino was assigned to give the Flash a makeover in a revival of the Golden Age hero. The new Flash,

Barry Allen, came with a new costume to highlight his speedy super-powers and heralded the beginning of the Silver Age of super heroes. Infantino also drew the outer space adventures of Adam Strange in *Mystery In Space*, the macabre super-heroics of Deadman in *Strange Adventures* and designed the "New Look" Batman. By the late '60s, his graphic design sense and art skills emboldened DC to elevate him to editorial director—and ultimately publisher—where he set up the editorial regime that would define DC for the next decade. He also recruited Jack Kirby to DC in a bold move against competitor Marvel. Overall, his executive moves provided mixed returns, and he was fired in 1976. A freelancer once more, Infantino drew *Nova*, *Avengers*, *Iron Man* and a long run of *Star Wars* for Marvel. By 1981, he was back drawing at DC, including a long run on *Flash*. Infantino retired from regular work in the early '90s and was inducted into the Eisner Hall of Fame in 2000. He passed away in 2013.

FRED KIDA

Fred Kida (1920–2014) was born in Brooklyn, New York. After attending art school at the American School of Design, Kida found work with the Jerry Iger Studio, one of the comic book industry's earliest packagers. He helped illustrate a wide range of material in comics' Golden Age, eventually landing a regular position with Hillman Periodicals. It was there that Kida would begin to illustrate the feature he was most known for, the aviator Airboy and his foe, Valkyrie. In the latter part of the 1940s, Kida was a regular contributor to the many genres being developed in comics, including Western, crime and romance comics. Starting in 1952, Kida joined Atlas, Marvel Comics' 1950s publishing name, and drew stories in books like *Marvel Tales*, *Ringo Kid* and *Black Knight*. In the late '70s, Kida penciled a pair of *Captain America* stories and a *What If?* issue that posed the question, "What If Dr. Doom Had Become a Hero?" He also inked several issues of *Godzilla* and *Iron Man* as well as a long run of *Captain Britain* for Marvel UK. Kida was also a regular contributor to comic strips, briefly assisting Will Eisner on *The Spirit* and Milton Caniff on *Steve Canyon*. He worked with Dan Barry on *Flash Gordon* for several years and drew *The Amazing Spider-Man* strip from 1981 to 1986.

ALAN KUPPERBERG

Alan Kupperberg's experience with all facets of writing, art, advertising and design helped make him a "jack of all trades" in comics, with credits as a writer, penciler, inker and letterer. He began his career in the early 1970s in DC Comics' production department and Neal Adams and Dick Giordano's Continuity Associates studio. Kupperberg's first art credit was a single-page story in *Young Romance* #183 (June 1972). In 1974, he moved to Atlas/Seaboard where he served as a letterer, colorist, editor and production manager. After Atlas/Seaboard's demise, Kupperberg started working at Marvel, including penciling an adaptation of Robert Bloch's "The Living Dead" in *Vampire Tales* #5. He was a frequent contributor to *Crazy Magazine*, which often featured his scripts for the "Obnoxio the Clown Fun Pages." Clowns seemed to be a preoccupation for Kupperberg, as he would illustrate Frenchy the Evil Clown in *National Lampoon*, and would write, draw and letter the 1983 *Obnoxio vs. the X-Men* one-shot. Kupperberg racked up an impressive amount of fill-in and pinch-hit jobs on Marvel titles like *Captain America*, *Defenders*, *Doctor Strange* and *Avengers*, plus short runs on *Amazing Spider-Man*, *Marvel Two-In-One*, *Thor* and *Spitfire and the Troubleshooters*. He also drew several issues of *What If?* and the four-issue miniseries *Iceman*, and is perhaps best known for long runs on *Invaders* and DC's *Blue Devil*. Kupperberg also served as illustrator of the syndicated comic strips *Hulk*, *Howard the Duck*, and *Little Orphan Annie*. Kupperberg passed away in 2015.

PAUL KUPPERBERG

Coming of age during the 1960s, Brooklyn-born Paul Kupperberg was an early and ardent fan of comic books with a particular obsession for DC Comics. In his late teens, he collaborated with future DC publisher Paul Levitz on the fanzines *The Comic Reader* and *Etcetera*. After making his first sale as a writer to Charlton Comics' *Scary Tales*, Kupperberg began freelancing with DC in 1975. He occasionally took on staff positions with the company, serving in public relations and later as editor from the 1970s through the '00s. Meanwhile, he racked up an impressive number of writing credits on titles like *Action Comics*, *Daring New Adventures of Supergirl*, *Phantom Stranger*, *Doom Patrol*, *Vigilante* and *Superman*. In 1979 he wrote the industry's first limited series, the three-issue *World of Krypton*, and in 1985 he scripted the last regular series work drawn by Jack Kirby, *Super Powers*. Along the way he created the character Arion and the covert super-team Checkmate. For Marvel, his credits would include an issue of *Captain America*, a story in *The Savage Sword of Conan* and a regular gig writing movie parodies in *Crazy Magazine*. Kupperberg has written several novels based on characters in the DC and Marvel Universes and has many nonfiction volumes to his credit. In recent years, he has scripted the Eisner-nominated series *Life with Archie* and launched Crazy 8 Press with a band of fellow writers from the comics industry. Paul Kupperberg is the younger brother of late artist Alan Kupperberg.

DON PERLIN

A talented stalwart that put all of his creativity into his work on long-running series like *Ghost Rider* and *The Defenders*, Don Perlin plied his talents in virtually every discipline in the comic book field—penciling, inking, helping introduce new characters and sometimes editing and writing. A student of Burne Hogarth, Perlin launched his career in 1951, drawing horror comics for various publishers and also penciling Will Eisner's *The Spirit*. After serving in the Army, Perlin returned to comics with Harvey in the late '50s, as well as Charlton in the '60s. In 1973, he began his long association with Marvel finishing John Buscema's art on *Thor* and inking several titles. He took over *Werewolf By Night* from Mike Ploog, penciling and inking the book for much of the next two years. He also penciled and inked the supernatural adventures of Johnny Blaze in *Ghost Rider*, his name becoming very closely identified with Marvel's

monster biker. In the '80s, he drew *The Defenders* for a long run before turning his attention to Marvel's adaptation of Hasbro's *Transformers*. His early '90s work on Valiant's *Solar, Man of the Atom* and *Bloodshot* was extremely popular, after which, Perlin went into semi-retirement.

JIM SHOOTER

Writer/artist/editor/publisher Jim Shooter broke into comics as a precocious 13-year-old after submitting a batch of Legion of Super-Heroes pages he had written and drawn. Impressed by what was going on at Marvel, the teenager brought his "Marvel-style" attitude to bear on Legion, rolling off a three-year run that concluded in 1969. During this time, he introduced several memorable Legionnaires and villains and also wrote several stories in *Superman*.

After a five-year break from comics, Shooter returned to the scene, freelancing for both Marvel and DC. He retook the reins of Legion in *Superboy*, and wrote various Marvel titles, which led to a staff position at Marvel in 1976 and a memorable run on *Avengers*. After two years, he succeeded Archie Goodwin as Marvel's editor-in-chief. In his view, Marvel at that time was in editorial chaos, not capitalizing on its full potential. Only 27 years old, Shooter forced his will over all aspects of the publishing regime, establishing an incentive system for creators, streamlining the publishing schedule and enforcing his own high editorial standards on all the books. He continued Marvel's success with licensed titles *G.I. Joe* and *Transformers* and the Epic line of creator-owned comics. Creative efforts included writing *Secret Wars* and its sequel, and building the New Universe and writing its flagship title, *Starbrand*.

Forced out of the company in 1987, a bid by Shooter to buy Marvel failed. He then formed a group to start his own company, Valiant, which produced licensed and original comics to great acclaim in the early '90s. Despite Valiant's success, Shooter's tenure there was ended after losing control of the corporation. Short-lived imprints Defiant and Broadway Comics followed but were victims of the mid-'90s industry bust. Since then, Shooter has returned to DC to write a 13-issue run of *Legion*, and overseen a revival of Gold Key characters Magnus, Doctor Solar and Turok for Dark Horse.

FRANK SPRINGER

A native of Jamaica, Queens, Frank Springer enjoyed a long, prolific and versatile career as a penciler and inker in comics, cartoon strips and magazine art. Upon graduation from Syracuse University in 1952, he served in the U.S. Army during the Korean War as a mapmaker. He returned to civilian life in 1954 and started a career as a freelance artist. During the '50s, he apprenticed under cartoonist George Wunder on *Terry and the Pirates*. In 1962, he broke into the comic industry at the dawning of its Silver Age. He made a name for himself at Dell, drawing many of their titles including *Brain Boy*, *Ghost Stories*, *Tales From the Tomb* and *Toka: Jungle King*. After a brief turn at DC, where he illustrated a 1967 issue of *Batman*, Springer settled into a more involved relationship with Marvel. He succeeded Jim Steranko on *Nick Fury, Agent of S.H.I.E.L.D.* and drew a pair of *Captain Marvel* issues. He returned to Marvel in the '80s for long runs inking *She-Hulk*, penciling the initial four-issue *Transformers* miniseries and drawing almost the entire run of *Dazzler*. He even wrote three issues of the series, his sole writing credits in his many years in comics. Outside comics, Frank drew more adult strip fare in *Playboy*, *The Adventures of Pussycat* and *Evergreen Review*. Springer retired to the Maine coast in 1995, pursuing (in his words) the "mysteries of oil painting." He passed away in Maine in 2009 at the age of 79.

Biographies researched and written by John Rhett Thomas

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

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GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

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ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

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THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-13
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KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
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MARVEL TEAM-UP VOLS. 1-5
MARVEL TWO-IN-ONE VOLS. 1-5
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MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
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